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MARVEL

HAWKEYE & THE THUNDERBOLTS

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HAWKEYE & THE THUNDERBOLTS

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HAWKEYE & THE THUNDERBOLTS

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MARVEL COMICS
MARVEL'S MOST WANTED:
THUNDERBOLTS
APPROVED BY THE COMICS CODE AUTHORITY
#38
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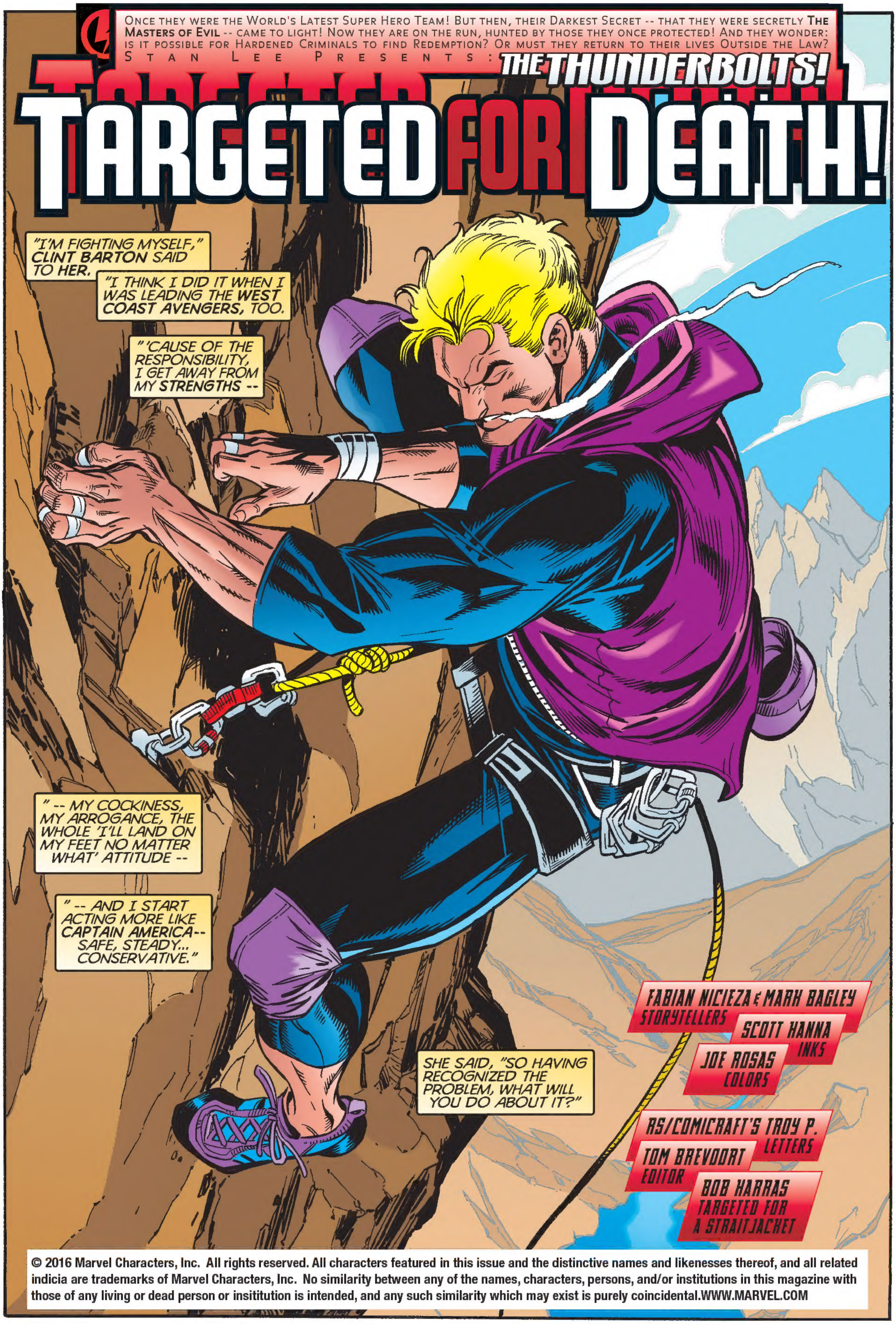
AT LAST! CITIZEN V UNMASKED!
BAGLEY + S. Hanna TANYA & RICH
NICIEZA
BAGLEY
HANNA

TARGETED FOR DEATH!


ONCE THEY WERE THE WORLD'S LATEST SUPER HERO TEAM! BUT THEN, THEIR DARKEST SECRET -- THAT THEY WERE SECRETLY THE MASTERS OF EVIL -- CAME TO LIGHT! NOW THEY ARE ON THE RUN, HUNTED BY THOSE THEY ONCE PROTECTED! AND THEY WONDER: IS IT POSSIBLE FOR HARDENED CRIMINALS TO FIND REDEMPTION? OR MUST THEY RETURN TO THEIR LIVES OUTSIDE THE LAW?
STAN LEE PRESENTS: THE THUNDERBOLTS!
"I'M FIGHTING MYSELF," CLINT BARTON SAID TO HER.
"I THINK I DID IT WHEN I WAS LEADING THE WEST COAST AVENGERS, TOO.
"'CAUSE OF THE RESPONSIBILITY, I GET AWAY FROM MY STRENGTHS --
" -- MY COCKINESS, MY ARROGANCE, THE WHOLE 'I'LL LAND ON MY FEET NO MATTER WHAT' ATTITUDE --
" -- AND I START ACTING MORE LIKE CAPTAIN AMERICA-- SAFE, STEADY... CONSERVATIVE."
SHE SAID, "SO HAVING RECOGNIZED THE PROBLEM, WHAT WILL YOU DO ABOUT IT?"
FABIAN NICIEZA & MARK BAGLEY STORYTELLERS
SCOTT HANNA INKS
JOE ROSAS COLORS
RS/COMICRAFT'S TROY P. LETTERS
TOM BREVOORT EDITOR
BOB HARRAS TARGETED FOR A STRAITJACKET

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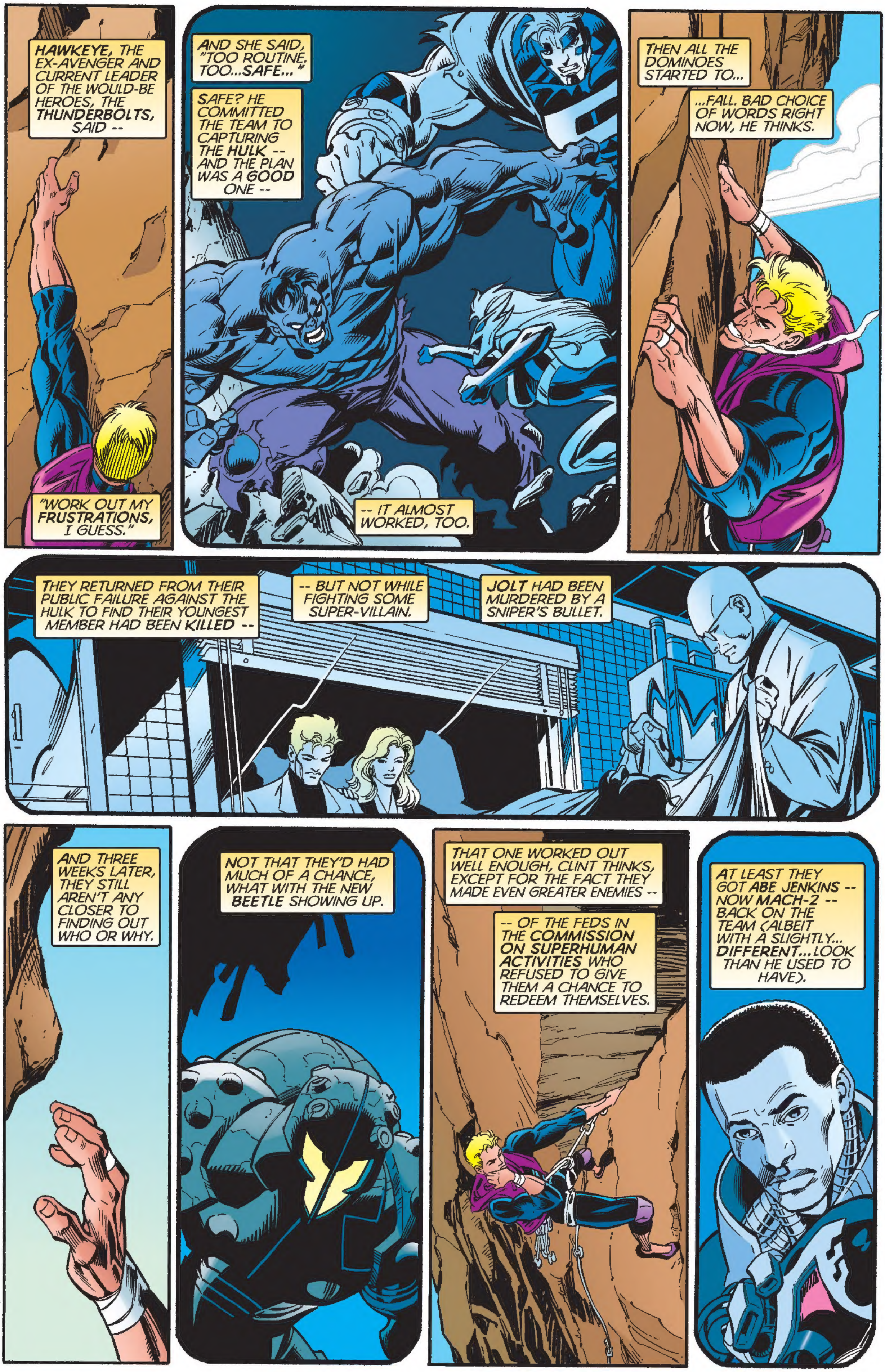
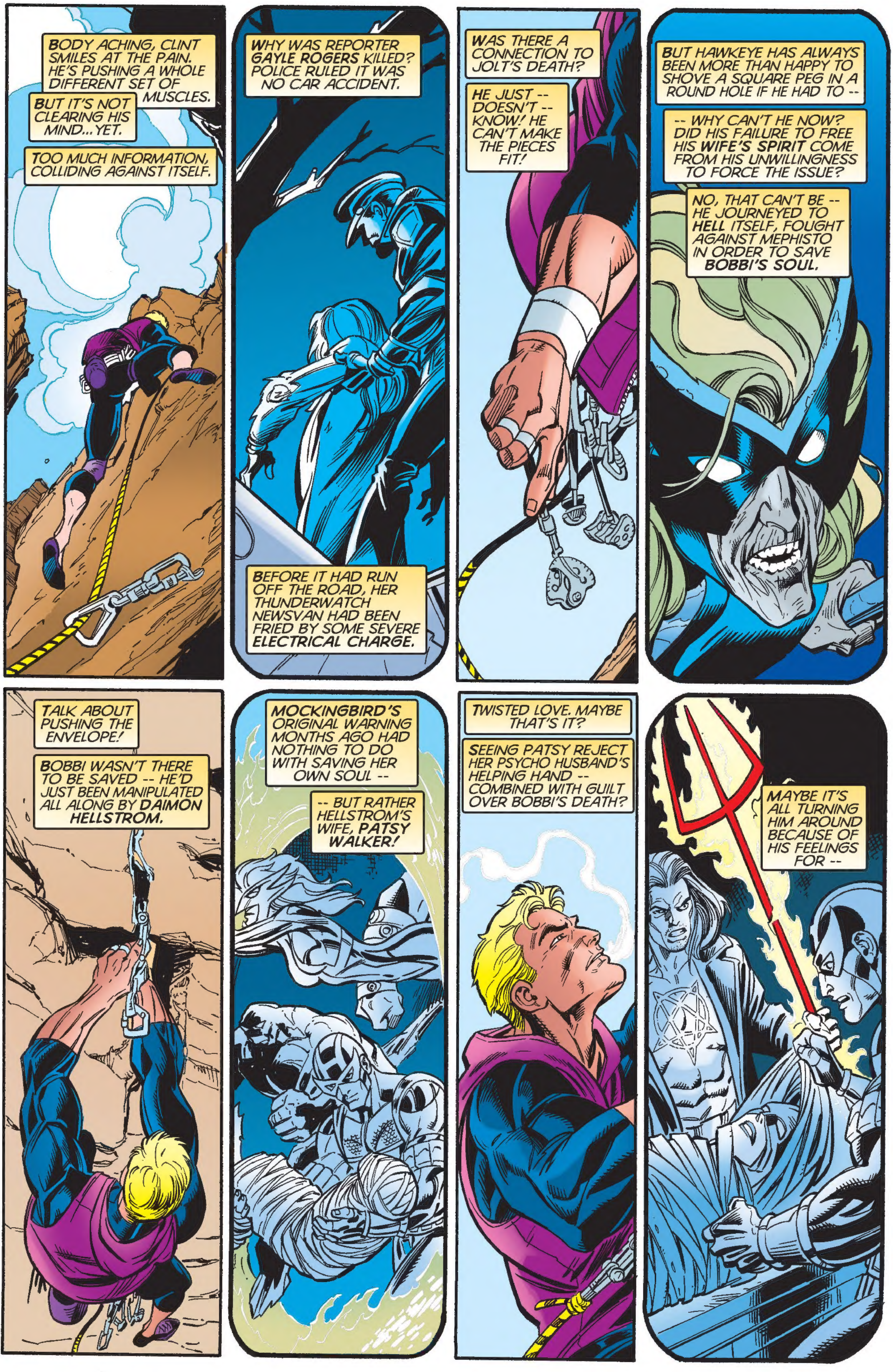
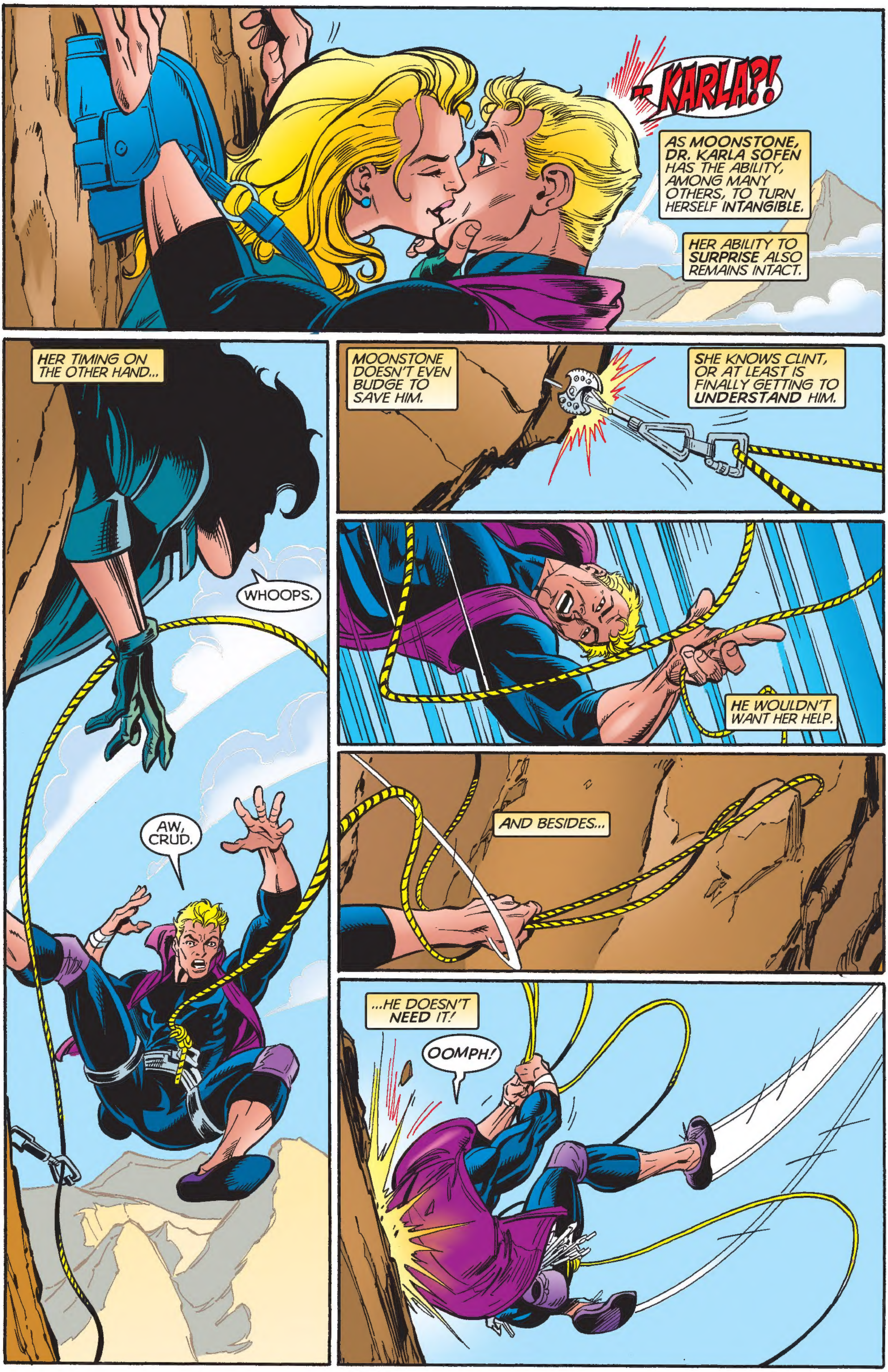
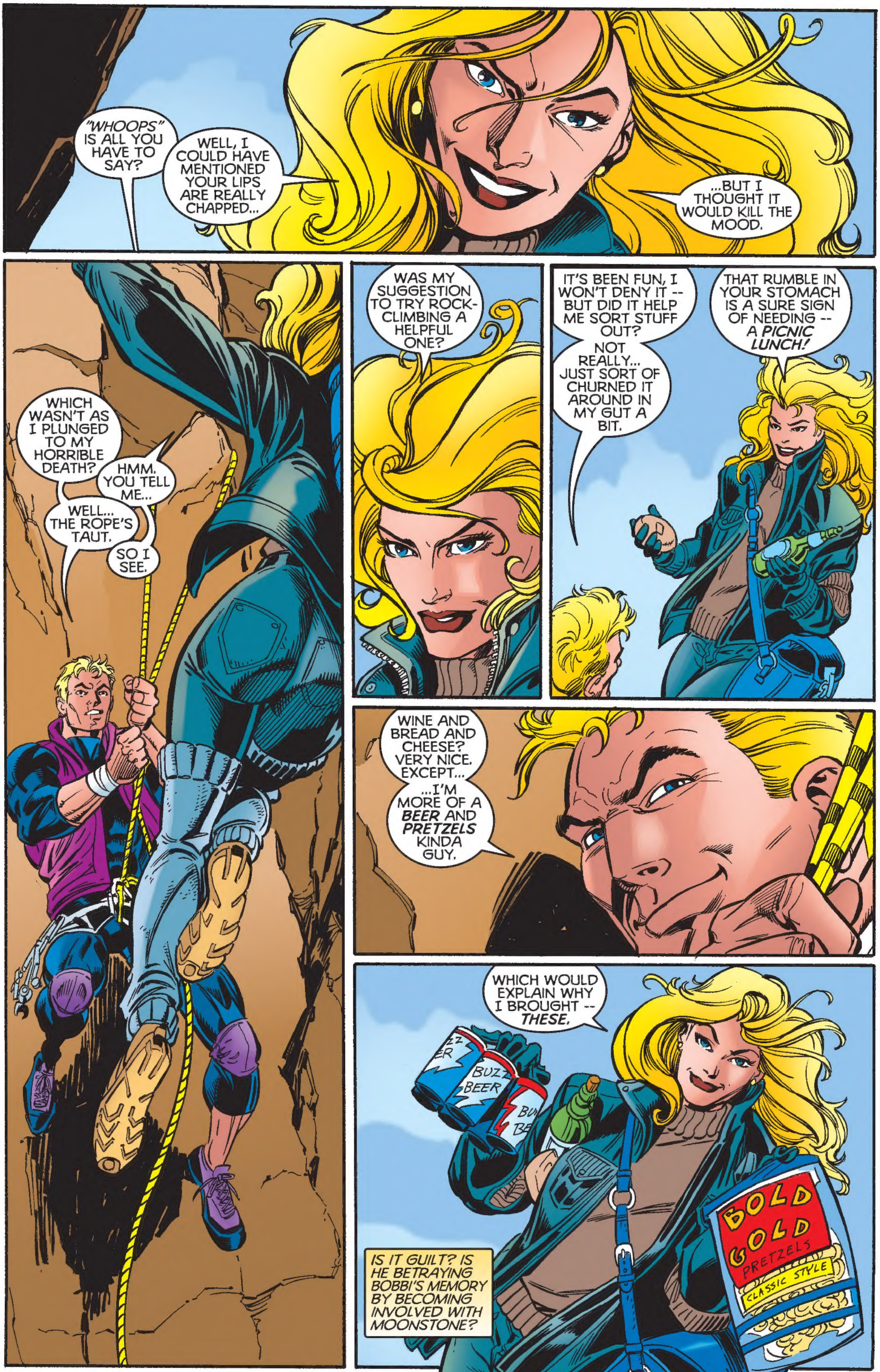
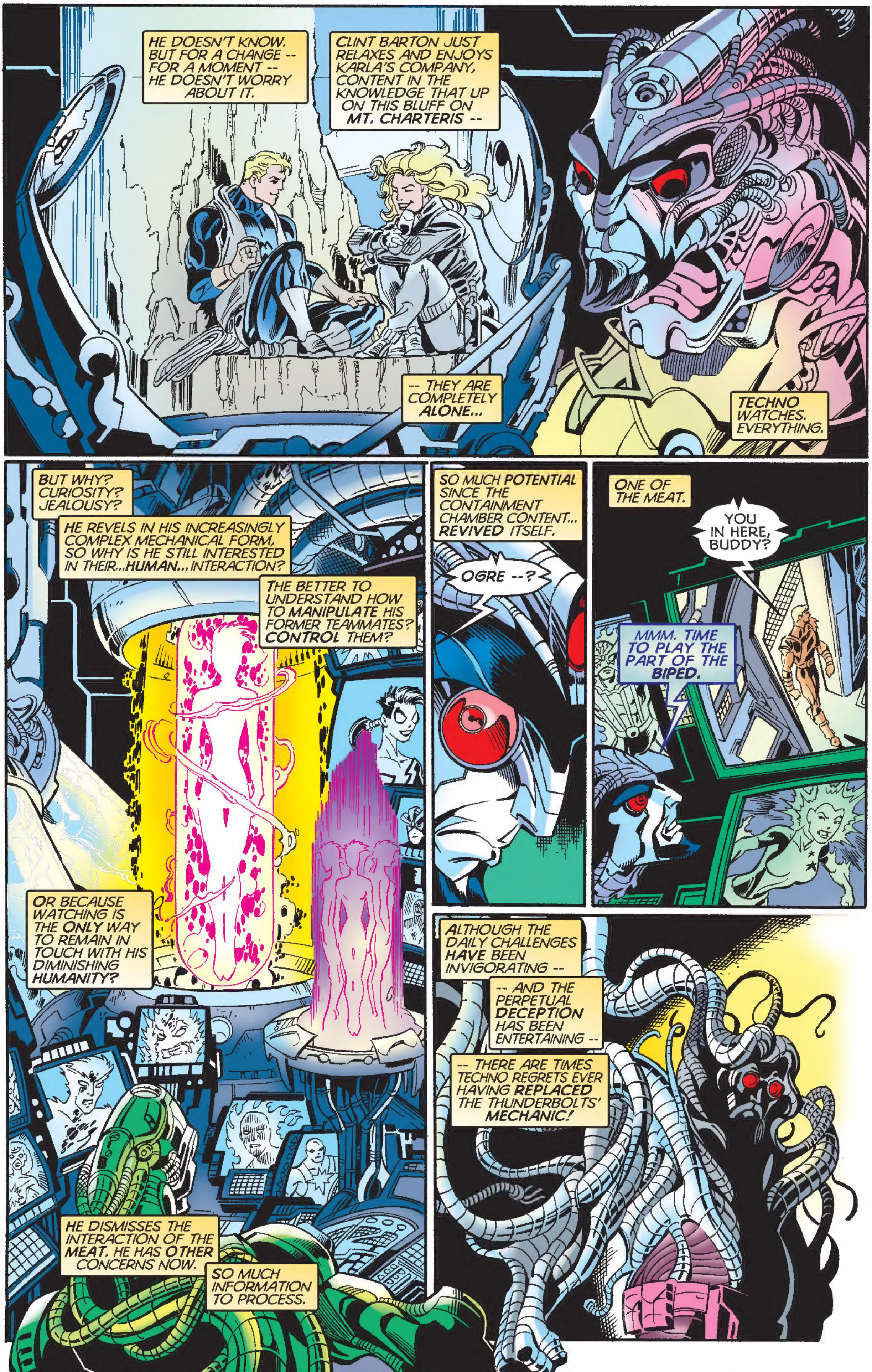
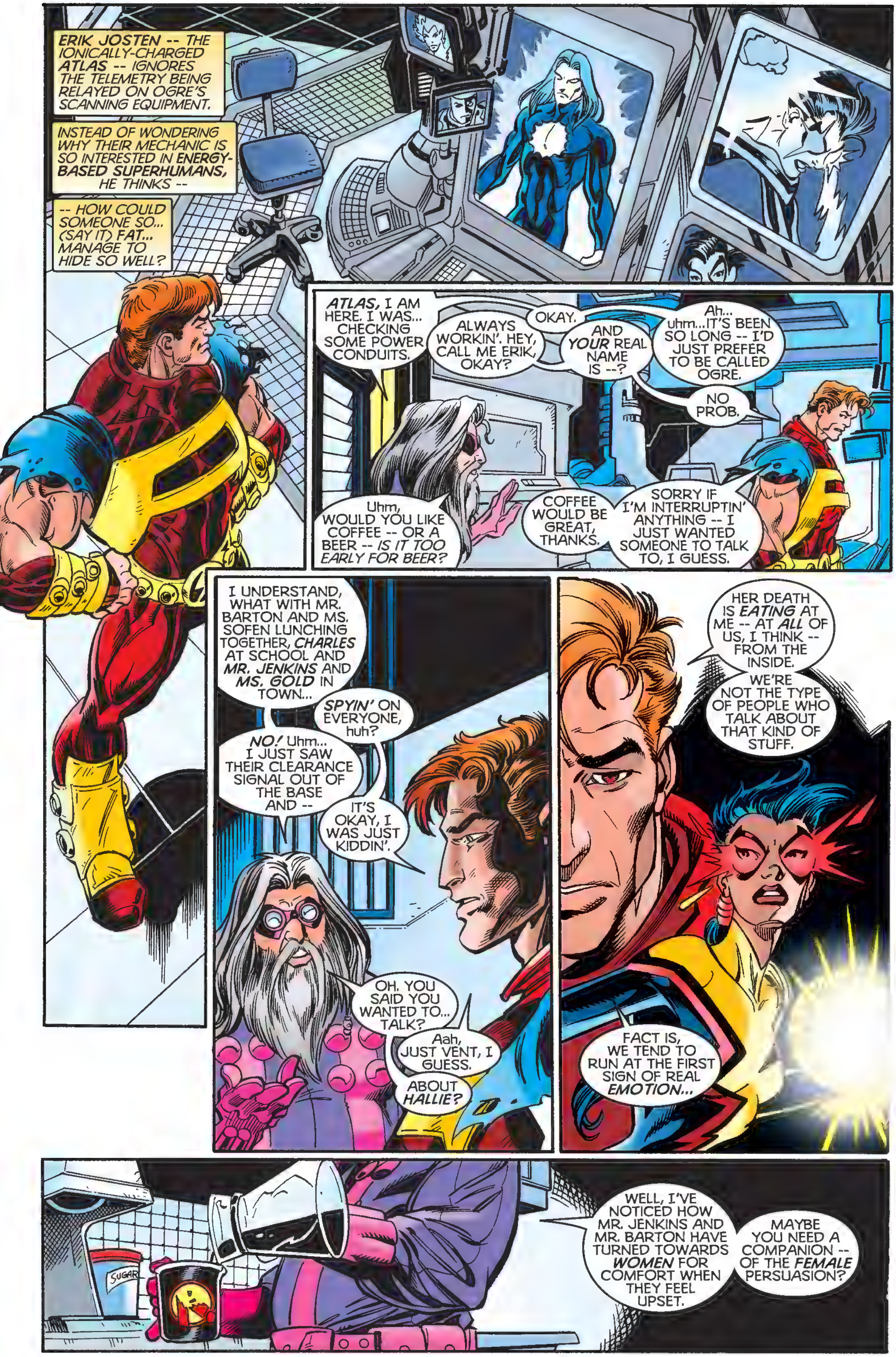

HAWKEYE, THE EX-AVENGER AND CURRENT LEADER OF THE WOULD-BE HEROES, THE THUNDERBOLTS, SAID --
"WORK OUT MY FRUSTRATIONS, I GUESS."
AND SHE SAID, "TOO ROUTINE. TOO...SAFE..."
SAFE? HE COMMITTED THE TEAM TO CAPTURING THE HULK -- AND THE PLAN WAS A GOOD ONE --
-- IT ALMOST WORKED, TOO.
THEN ALL THE DOMINOES STARTED TO...
...FALL. BAD CHOICE OF WORDS RIGHT NOW, HE THINKS.
THEY RETURNED FROM THEIR PUBLIC FAILURE AGAINST THE HULK TO FIND THEIR YOUNGEST MEMBER HAD BEEN KILLED --
-- BUT NOT WHILE FIGHTING SOME SUPER-VILLAIN.
JOLT HAD BEEN MURDERED BY A SNIPER'S BULLET.
AND THREE WEEKS LATER, THEY STILL AREN'T ANY CLOSER TO FINDING OUT WHO OR WHY.
NOT THAT THEY'D HAD MUCH OF A CHANCE, WHAT WITH THE NEW BEETLE SHOWING UP.
THAT ONE WORKED OUT WELL ENOUGH, CLINT THINKS, EXCEPT FOR THE FACT THEY MADE EVEN GREATER ENEMIES --
-- OF THE FEDS IN THE COMMISSION ON SUPERHUMAN ACTIVITIES WHO REFUSED TO GIVE THEM A CHANCE TO REDEEM THEMSELVES.
AT LEAST THEY GOT ABE JENKINS -- NOW MACH-2 -- BACK ON THE TEAM (ALBEIT WITH A SLIGHTLY... DIFFERENT...LOOK THAN HE USED TO HAVE).

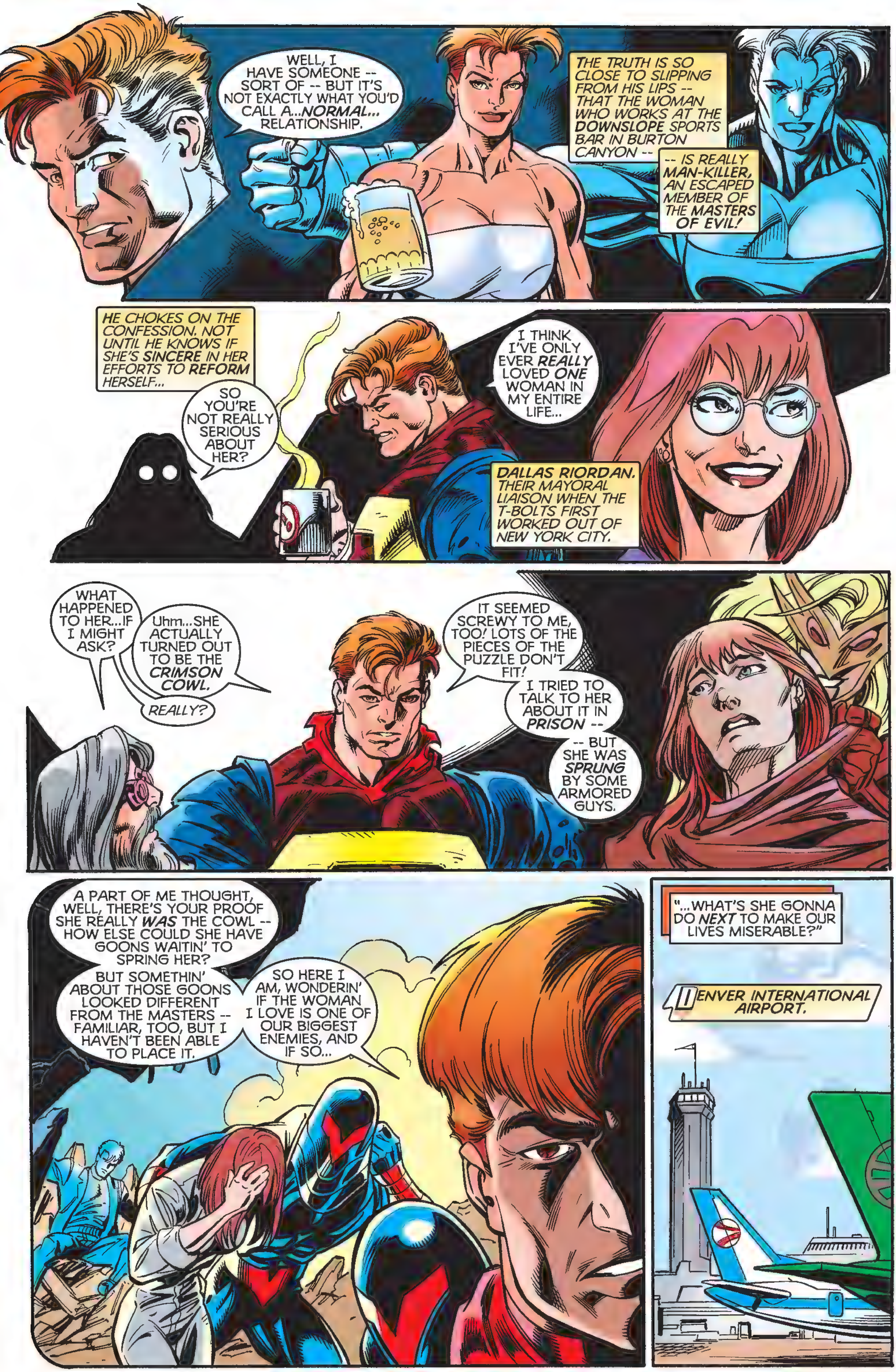

BODY ACHING, CLINT SMILES AT THE PAIN. HE'S PUSHING A WHOLE DIFFERENT SET OF MUSCLES.
BUT IT'S NOT CLEARING HIS MIND...YET.
TOO MUCH INFORMATION, COLLIDING AGAINST ITSELF.
WHY WAS REPORTER GAYLE ROGERS KILLED? POLICE RULED IT WAS NO CAR ACCIDENT.
BEFORE IT HAD RUN OFF THE ROAD, HER THUNDERWATCH NEWSVAN HAD BEEN FRIED BY SOME SEVERE ELECTRICAL CHARGE.
WAS THERE A CONNECTION TO JOLT'S DEATH?
HE JUST -- DOESN'T -- KNOW! HE CAN'T MAKE THE PIECES FIT!
BUT HAWKEYE HAS ALWAYS BEEN MORE THAN HAPPY TO SHOVE A SQUARE PEG IN A ROUND HOLE IF HE HAD TO --
-- WHY CAN'T HE NOW? DID HIS FAILURE TO FREE HIS WIFE'S SPIRIT COME FROM HIS UNWILLINGNESS TO FORCE THE ISSUE?
NO, THAT CAN'T BE -- HE JOURNEYED TO HELL ITSELF, FOUGHT AGAINST MEPHISTO IN ORDER TO SAVE BOBBI'S SOUL.
TALK ABOUT PUSHING THE ENVELOPE!
BOBBI WASN'T THERE TO BE SAVED -- HE'D JUST BEEN MANIPULATED ALL ALONG BY DAIMON HELLSTROM.
MOCKINGBIRD'S ORIGINAL WARNING MONTHS AGO HAD NOTHING TO DO WITH SAVING HER OWN SOUL --
-- BUT RATHER HELLSTROM'S WIFE, PATSY WALKER!
TWISTED LOVE. MAYBE THAT'S IT?
SEEING PATSY REJECT HER PSYCHO HUSBAND'S HELPING HAND -- COMBINED WITH GUILT OVER BOBBI'S DEATH?
MAYBE IT'S ALL TURNING HIM AROUND BECAUSE OF HIS FEELINGS FOR --

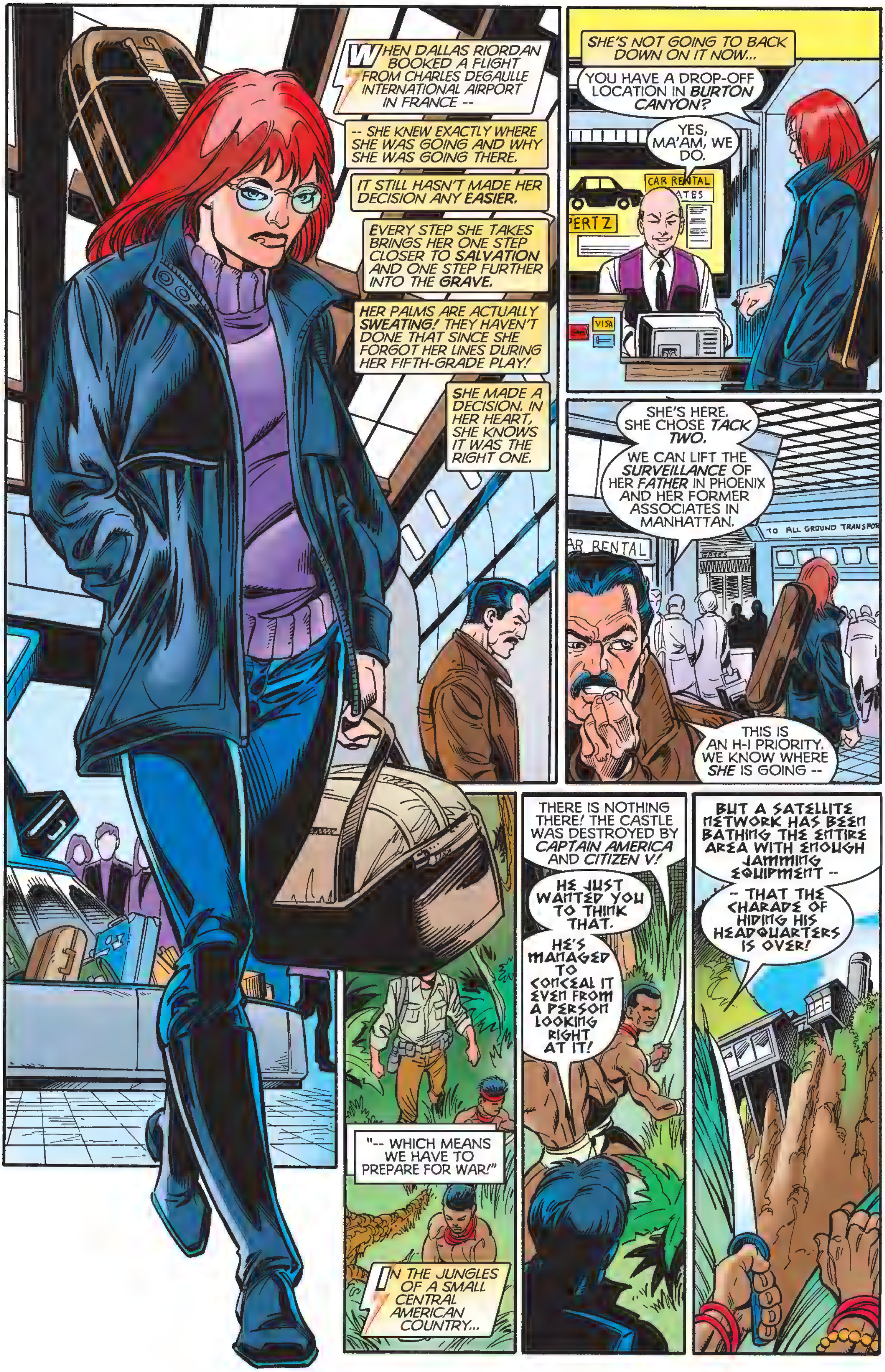

–KARLA?!
AS MOONSTONE, DR. KARLA SOFEN HAS THE ABILITY, AMONG MANY OTHERS, TO TURN HERSELF INTANGIBLE.
HER ABILITY TO SURPRISE ALSO REMAINS INTACT.
HER TIMING ON THE OTHER HAND...
WHOOPS.
AW, CRUD.
MOONSTONE DOESN'T EVEN BUDGE TO SAVE HIM.
SHE KNOWS CLINT, OR AT LEAST IS FINALLY GETTING TO UNDERSTAND HIM.
HE WOULDN'T WANT HER HELP.
AND BESIDES...
...HE DOESN'T NEED IT!
OOMPH!

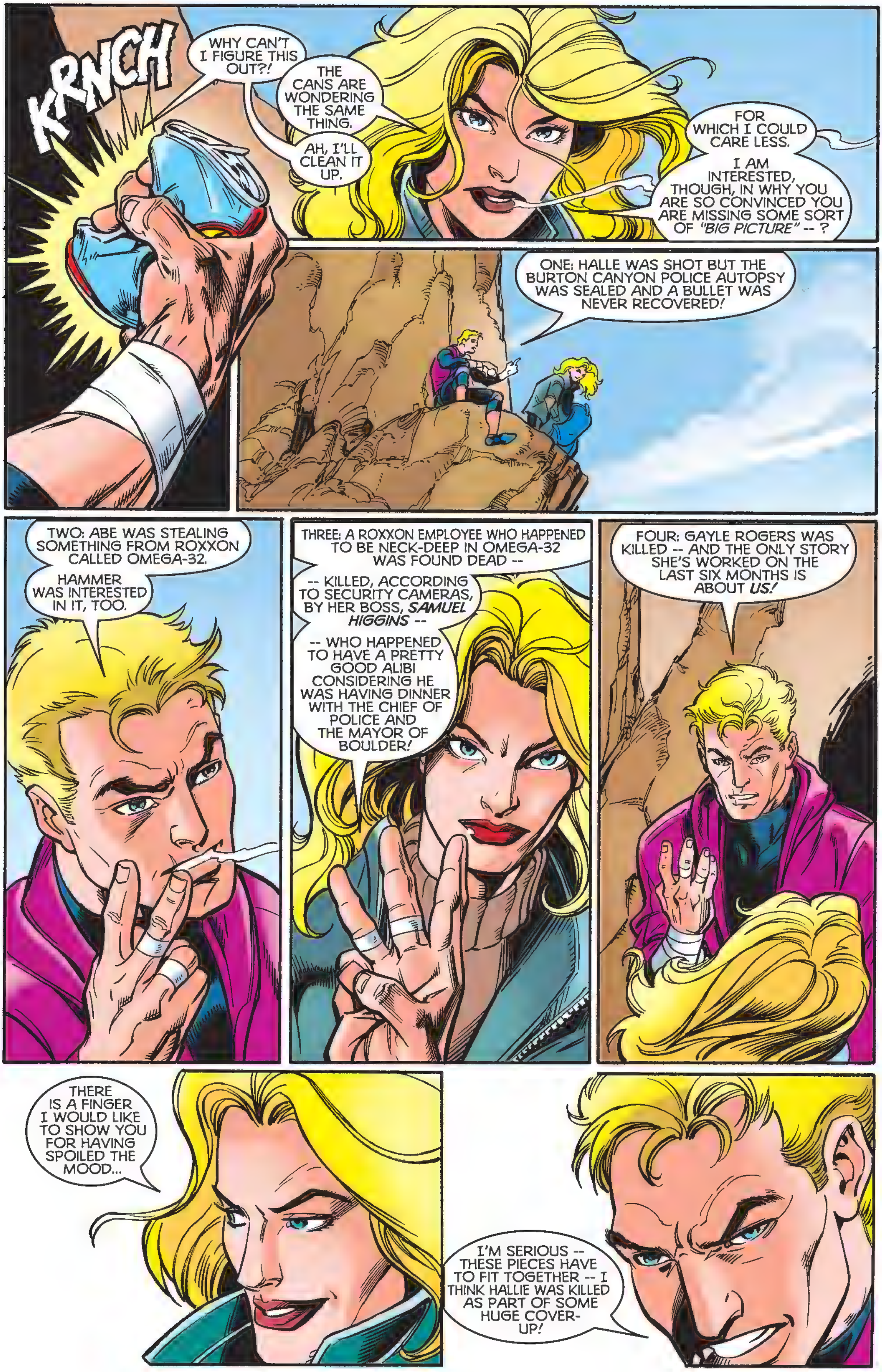

"WHOOPS" IS ALL YOU HAVE TO SAY?
WELL, I COULD HAVE MENTIONED YOUR LIPS ARE REALLY CHAPPED...
...BUT I THOUGHT IT WOULD KILL THE MOOD.
WHICH WASN'T AS I PLUNGED TO MY HORRIBLE DEATH?
HMM. YOU TELL ME...
WELL... THE ROPE'S TAUT.
SO I SEE.
WAS MY SUGGESTION TO TRY ROCK-CLIMBING A HELPFUL ONE?
IT'S BEEN FUN, I WON'T DENY IT -- BUT DID IT HELP ME SORT STUFF OUT?
NOT REALLY... JUST SORT OF CHURNED IT AROUND IN MY GUT A BIT.
THAT RUMBLE IN YOUR STOMACH IS A SURE SIGN OF NEEDING -- A *PICNIC LUNCH!*
WINE AND BREAD AND CHEESE? VERY NICE. EXCEPT...
...I'M MORE OF A ***BEER*** AND ***PRETZELS*** KINDA GUY.
WHICH WOULD EXPLAIN WHY I BROUGHT -- ***THESE.***
BUZZ BEER
BOLD GOLD PRETZELS
CLASSIC STYLE
IS IT GUILT? IS HE BETRAYING BOBBI'S MEMORY BY BECOMING INVOLVED WITH MOONSTONE?

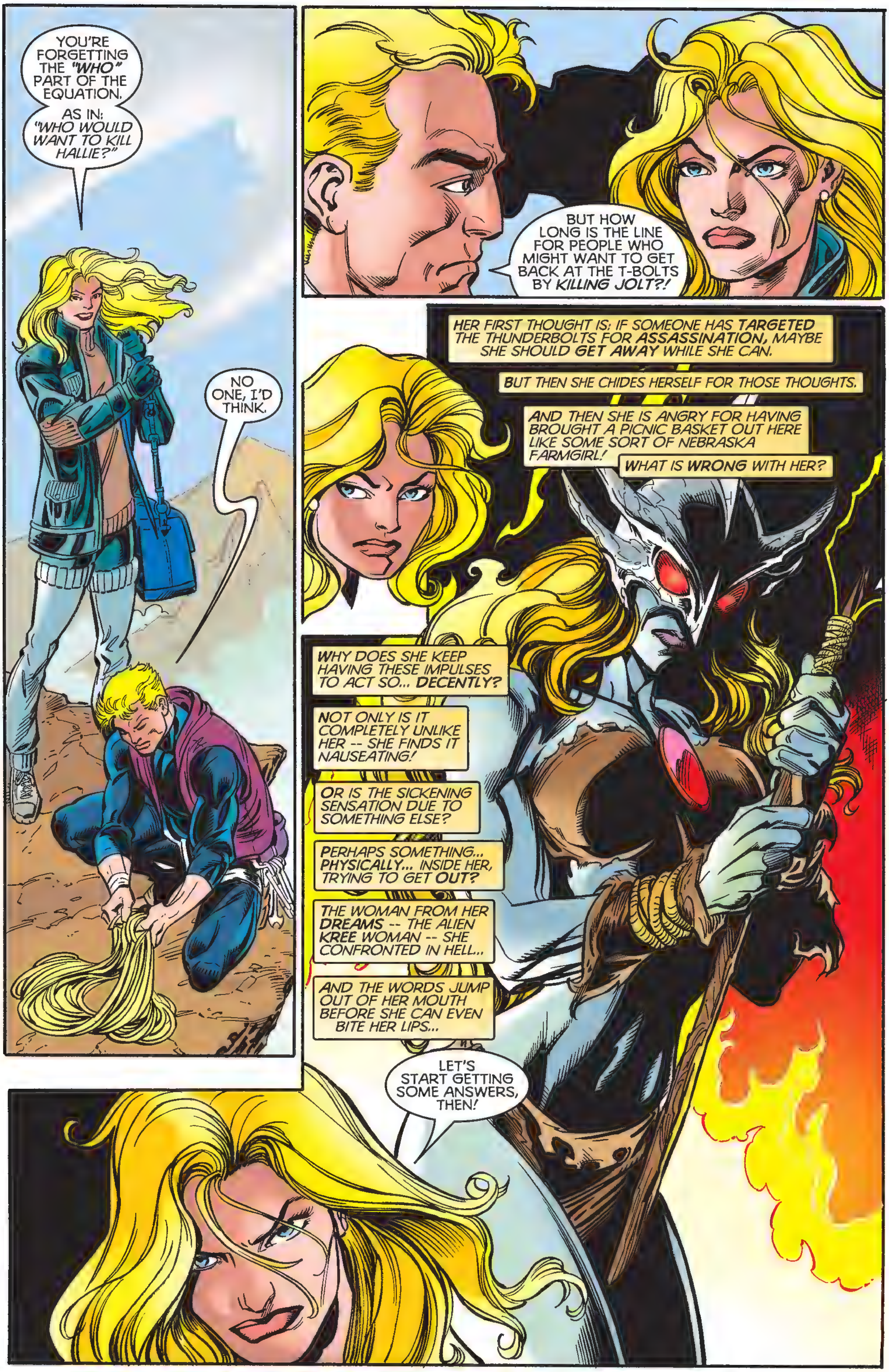

HE DOESN'T KNOW. BUT FOR A CHANGE -- FOR A MOMENT -- HE DOESN'T WORRY ABOUT IT.
CLINT BARTON JUST RELAXES AND ENJOYS KARLA'S COMPANY, CONTENT IN THE KNOWLEDGE THAT UP ON THIS BLUFF ON MT. CHARTERIS --
-- THEY ARE COMPLETELY ALONE...
TECHNO WATCHES. EVERYTHING.
BUT WHY? CURIOSITY? JEALOUSY?
HE REVELS IN HIS INCREASINGLY COMPLEX MECHANICAL FORM, SO WHY IS HE STILL INTERESTED IN THEIR...HUMAN...INTERACTION?
THE BETTER TO UNDERSTAND HOW TO MANIPULATE HIS FORMER TEAMMATES? CONTROL THEM?
OR BECAUSE WATCHING IS THE ONLY WAY TO REMAIN IN TOUCH WITH HIS DIMINISHING HUMANITY?
HE DISMISSES THE INTERACTION OF THE MEAT. HE HAS OTHER CONCERNS NOW.
SO MUCH INFORMATION TO PROCESS.
SO MUCH POTENTIAL SINCE THE CONTAINMENT CHAMBER CONTENT... REVIVED ITSELF.
OGRE --?
ONE OF THE MEAT.
YOU IN HERE, BUDDY?
MMM. TIME TO PLAY THE PART OF THE BIPED.
ALTHOUGH THE DAILY CHALLENGES HAVE BEEN INVIGORATING --
-- AND THE PERPETUAL DECEPTION HAS BEEN ENTERTAINING --
-- THERE ARE TIMES TECHNO REGRETS EVER HAVING REPLACED THE THUNDERBOLTS' MECHANIC!

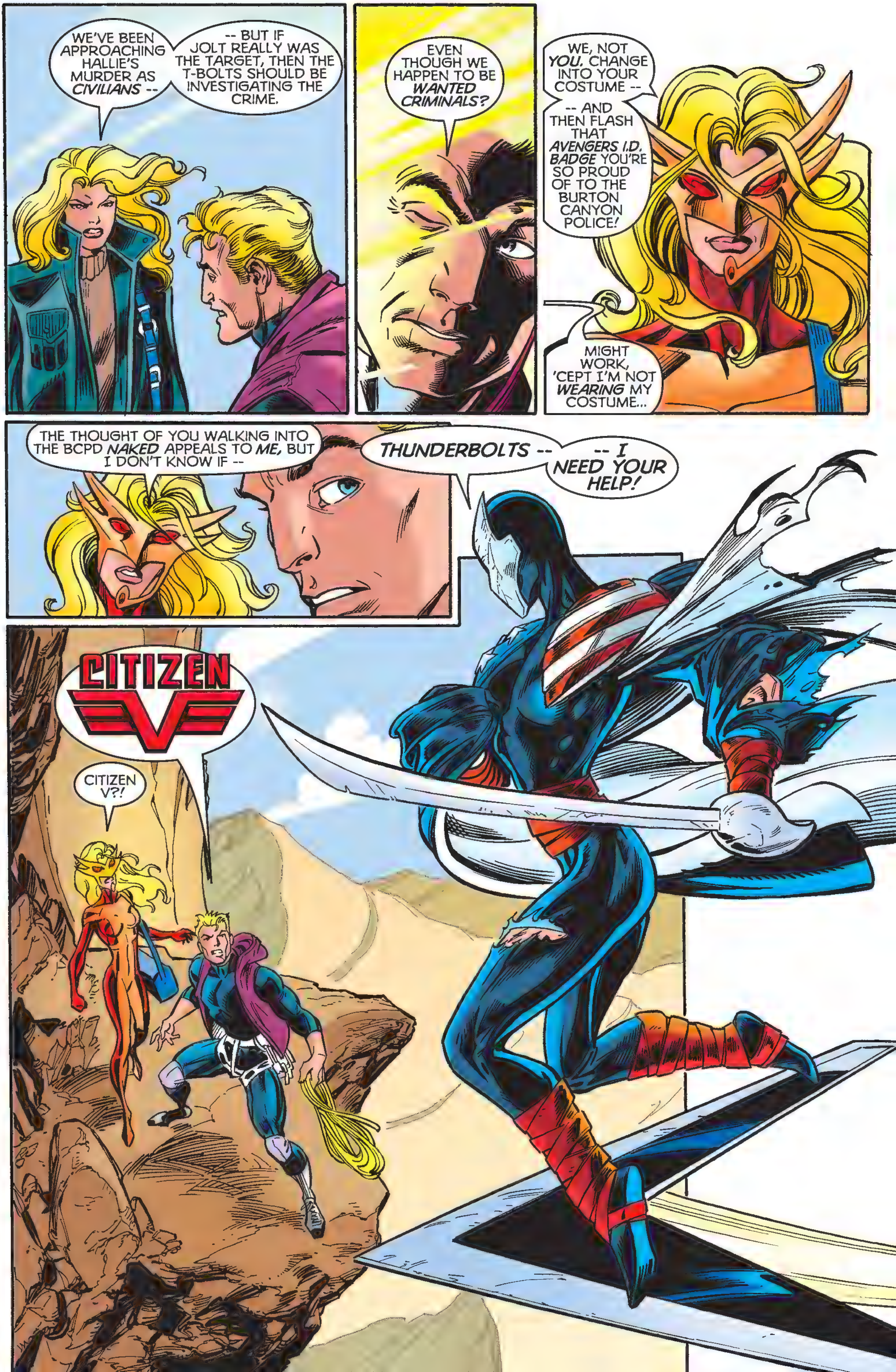

ERIK JOSTEN -- THE IONICALLY-CHARGED ATLAS -- IGNORES THE TELEMETRY BEING RELAYED ON OGRE'S SCANNING EQUIPMENT.
INSTEAD OF WONDERING WHY THEIR MECHANIC IS SO INTERESTED IN ENERGY-BASED SUPERHUMANS, HE THINKS --
-- HOW COULD SOMEONE SO... (SAY IT) FAT... MANAGE TO HIDE SO WELL?
ATLAS, I AM HERE. I WAS... CHECKING SOME POWER CONDUITS.
ALWAYS WORKIN'. HEY, CALL ME ERIK, OKAY?
OKAY.
AND YOUR REAL NAME IS --?
Ah... uhm...IT'S BEEN SO LONG -- I'D JUST PREFER TO BE CALLED OGRE.
NO PROB.
Uhm, WOULD YOU LIKE COFFEE -- OR A BEER -- IS IT TOO EARLY FOR BEER?
COFFEE WOULD BE GREAT, THANKS.
SORRY IF I'M INTERRUPTIN' ANYTHING -- I JUST WANTED SOMEONE TO TALK TO, I GUESS.
I UNDERSTAND, WHAT WITH MR. BARTON AND MS. SOFEN LUNCHING TOGETHER, CHARLES AT SCHOOL AND MR. JENKINS AND MS. GOLD IN TOWN...
SPYIN' ON EVERYONE, huh?
NO! Uhm... I JUST SAW THEIR CLEARANCE SIGNAL OUT OF THE BASE AND --
IT'S OKAY, I WAS JUST KIDDIN'.
OH, YOU SAID YOU WANTED TO... TALK?
Aah, JUST VENT, I GUESS.
ABOUT HALLIE?
HER DEATH IS EATING AT ME -- AT ALL OF US, I THINK -- FROM THE INSIDE.
WE'RE NOT THE TYPE OF PEOPLE WHO TALK ABOUT THAT KIND OF STUFF.
FACT IS, WE TEND TO RUN AT THE FIRST SIGN OF REAL EMOTION...
SUGAR
WELL, I'VE NOTICED HOW MR. JENKINS AND MR. BARTON HAVE TURNED TOWARDS WOMEN FOR COMFORT WHEN THEY FEEL UPSET.
MAYBE YOU NEED A COMPANION -- OF THE FEMALE PERSUASION?

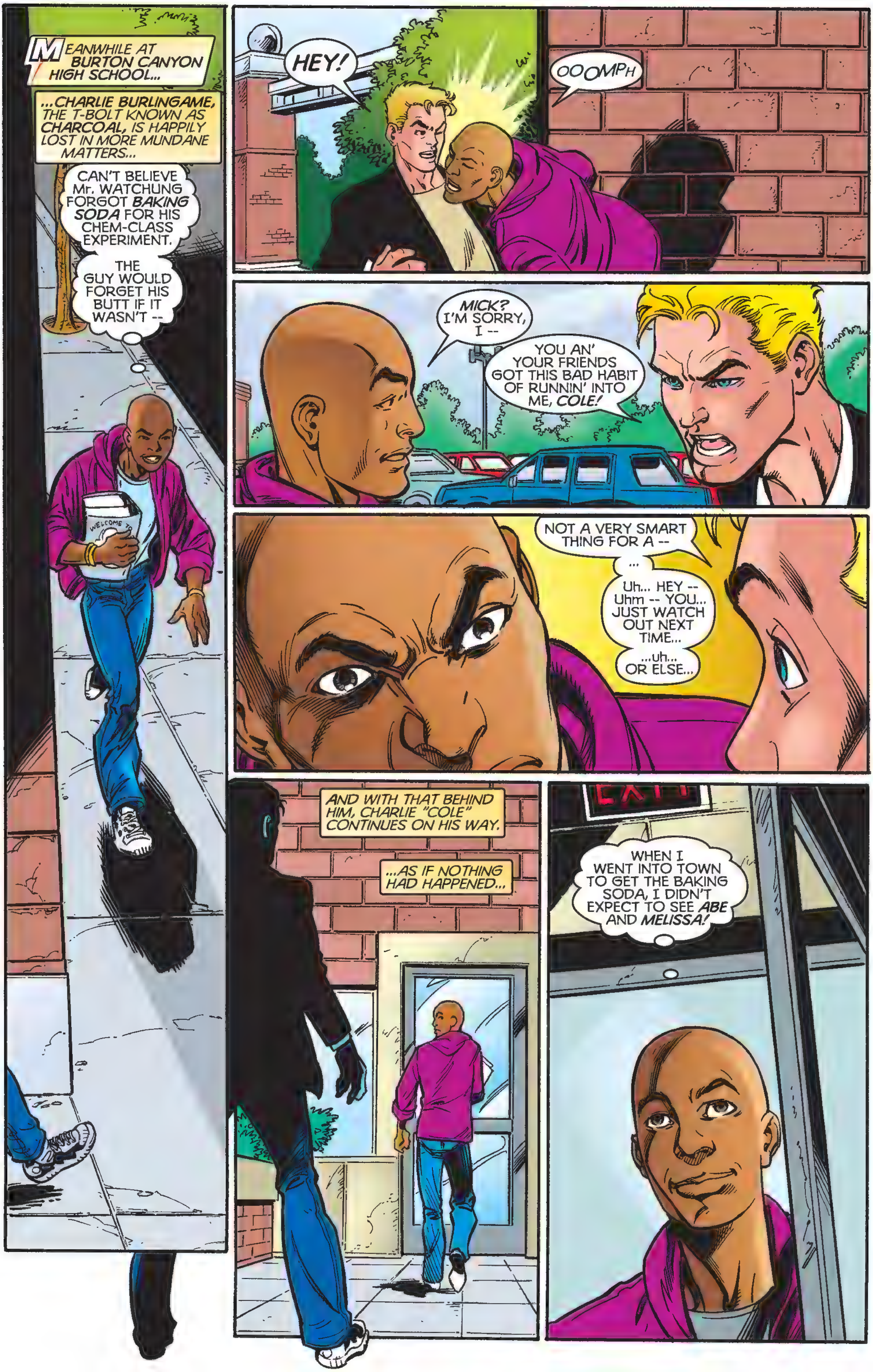

WELL, I HAVE SOMEONE -- SORT OF -- BUT IT'S NOT EXACTLY WHAT YOU'D CALL A...**NORMAL**... RELATIONSHIP.
*THE TRUTH IS SO CLOSE TO SLIPPING FROM HIS LIPS -- THAT THE WOMAN WHO WORKS AT THE **DOWNSLOPE** SPORTS BAR IN BURTON CANYON --*
*-- IS REALLY **MAN-KILLER,** AN ESCAPED MEMBER OF THE **MASTERS OF EVIL!***
*HE CHOKES ON THE CONFESSION. NOT UNTIL HE KNOWS IF SHE'S **SINCERE** IN HER EFFORTS TO **REFORM** HERSELF...*
SO YOU'RE NOT REALLY SERIOUS ABOUT HER?
I THINK I'VE ONLY EVER ***REALLY*** LOVED ***ONE*** WOMAN IN MY ENTIRE LIFE...
DALLAS RIORDAN. *THEIR MAYORAL LIAISON WHEN THE T-BOLTS FIRST WORKED OUT OF NEW YORK CITY.*
WHAT HAPPENED TO HER...IF I MIGHT ASK?
Uhm...SHE ACTUALLY TURNED OUT TO BE THE ***CRIMSON COWL.***
REALLY?
IT SEEMED SCREWY TO ME, TOO! LOTS OF THE PIECES OF THE PUZZLE DON'T FIT!
I TRIED TO TALK TO HER ABOUT IT IN ***PRISON*** --
-- BUT SHE WAS ***SPRUNG*** BY SOME ARMORED GUYS.
A PART OF ME THOUGHT, WELL, THERE'S YOUR PROOF SHE REALLY ***WAS*** THE COWL -- HOW ELSE COULD SHE HAVE GOONS WAITIN' TO SPRING HER?
BUT SOMETHIN' ABOUT THOSE GOONS LOOKED DIFFERENT FROM THE MASTERS -- FAMILIAR, TOO, BUT I HAVEN'T BEEN ABLE TO PLACE IT.
SO HERE I AM, WONDERIN' IF THE WOMAN I LOVE IS ONE OF OUR BIGGEST ENEMIES, AND IF SO...
"...WHAT'S SHE GONNA DO *NEXT* TO MAKE OUR LIVES MISERABLE?"
DENVER INTERNATIONAL AIRPORT.

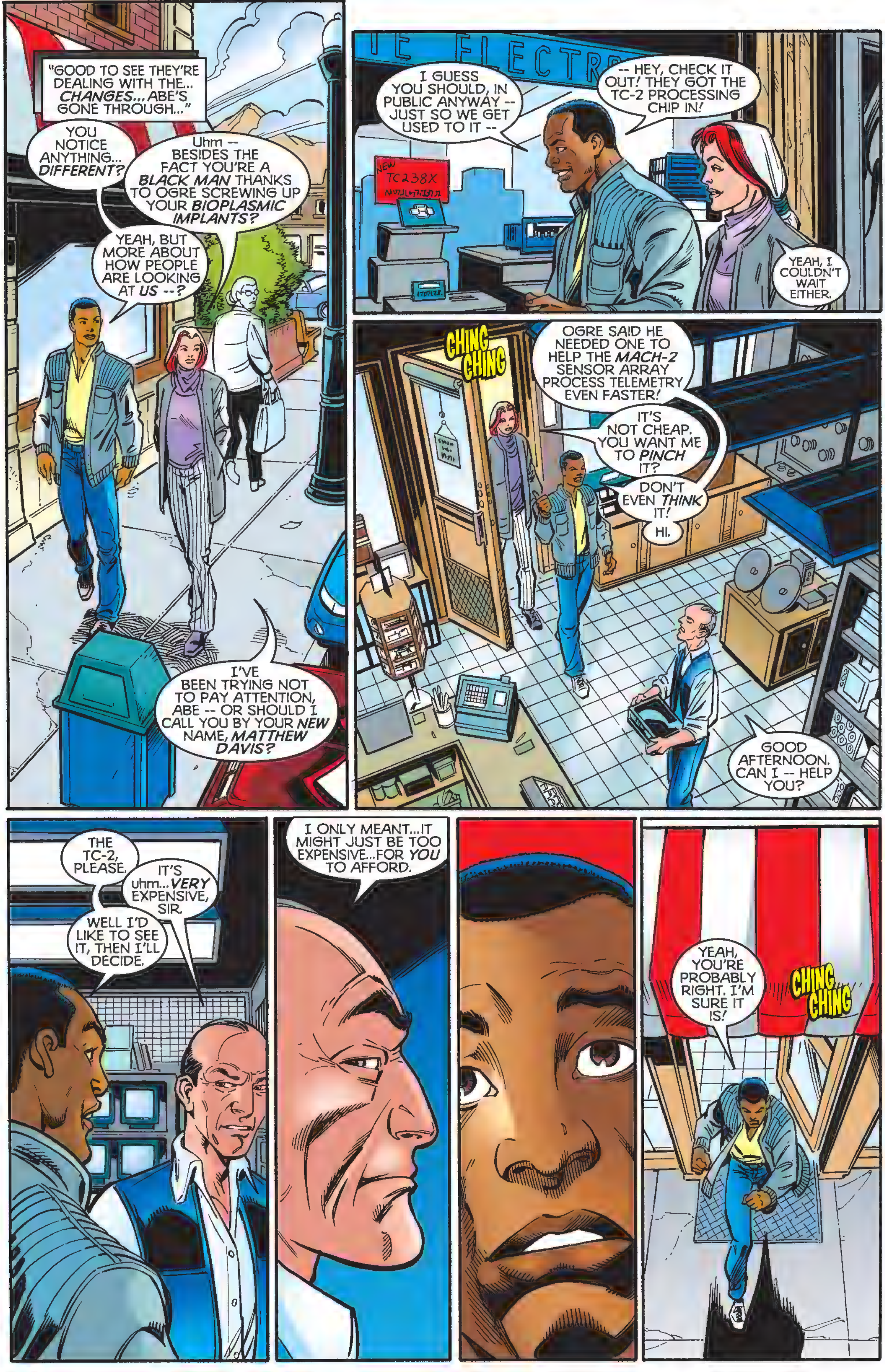

WHEN DALLAS RIORDAN BOOKED A FLIGHT FROM CHARLES DEGAULLE INTERNATIONAL AIRPORT IN FRANCE --
-- SHE KNEW EXACTLY WHERE SHE WAS GOING AND WHY SHE WAS GOING THERE.
IT STILL HASN'T MADE HER DECISION ANY EASIER.
EVERY STEP SHE TAKES BRINGS HER ONE STEP CLOSER TO SALVATION AND ONE STEP FURTHER INTO THE GRAVE.
HER PALMS ARE ACTUALLY SWEATING! THEY HAVEN'T DONE THAT SINCE SHE FORGOT HER LINES DURING HER FIFTH-GRADE PLAY!
SHE MADE A DECISION. IN HER HEART, SHE KNOWS IT WAS THE RIGHT ONE.
SHE'S NOT GOING TO BACK DOWN ON IT NOW...
YOU HAVE A DROP-OFF LOCATION IN BURTON CANYON?
YES, MA'AM, WE DO.
CAR RENTAL
ERTZ
VISA
SHE'S HERE. SHE CHOSE TACK TWO.
WE CAN LIFT THE SURVEILLANCE OF HER FATHER IN PHOENIX AND HER FORMER ASSOCIATES IN MANHATTAN.
AR RENTAL
TO ALL GROUND TRANSPOR
THIS IS AN H-I PRIORITY. WE KNOW WHERE SHE IS GOING --
"-- WHICH MEANS WE HAVE TO PREPARE FOR WAR!"
IN THE JUNGLES OF A SMALL CENTRAL AMERICAN COUNTRY...
THERE IS NOTHING THERE! THE CASTLE WAS DESTROYED BY CAPTAIN AMERICA AND CITIZEN V!
HE JUST WANTED YOU TO THINK THAT.
HE'S MANAGED TO CONCEAL IT EVEN FROM A PERSON LOOKING RIGHT AT IT!
BUT A SATELLITE NETWORK HAS BEEN BATHING THE ENTIRE AREA WITH ENOUGH JAMMING EQUIPMENT --
-- THAT THE CHARADE OF HIDING HIS HEADQUARTERS IS OVER!

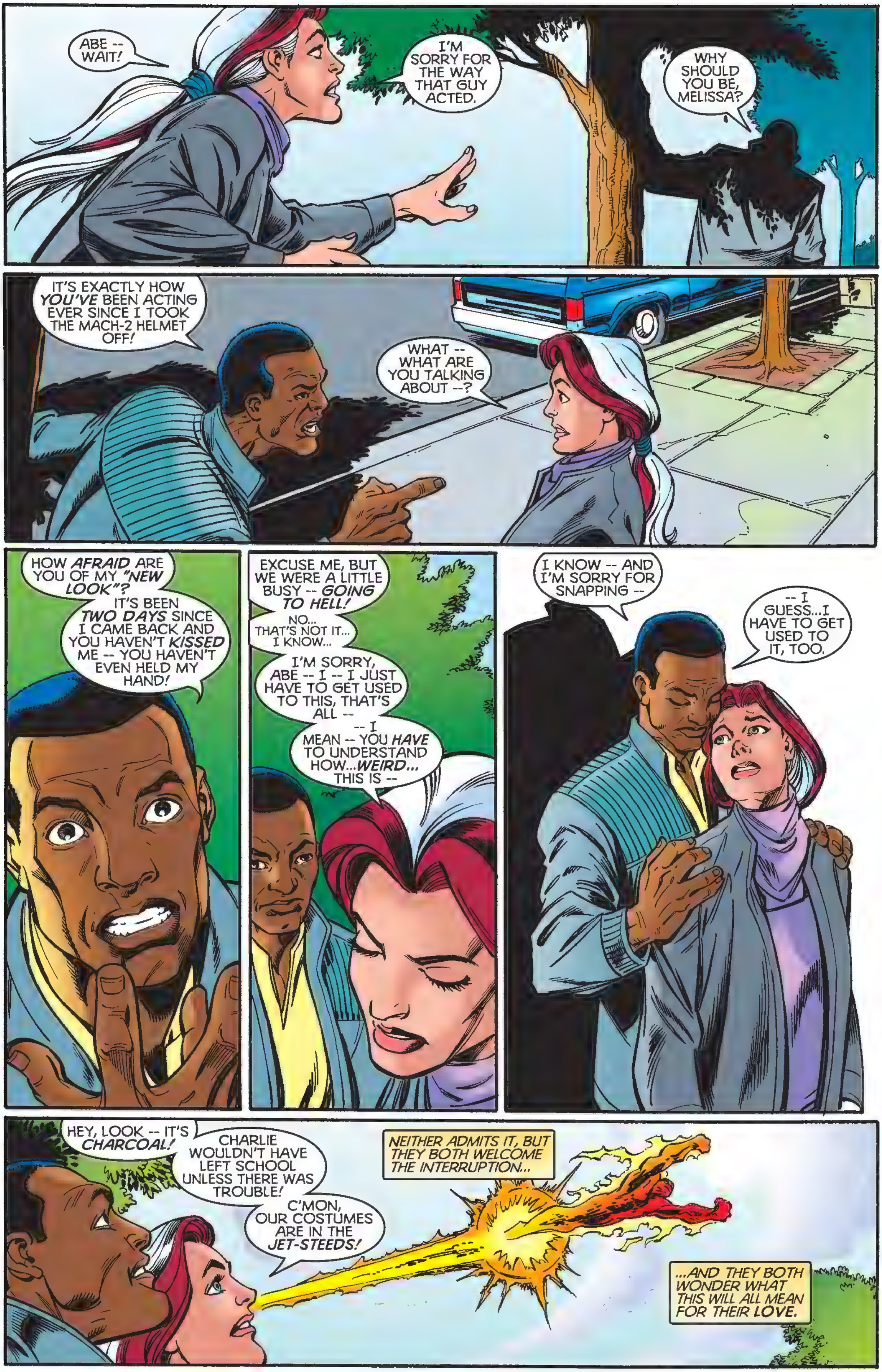

KRNCH
WHY CAN'T I FIGURE THIS OUT?!
THE CANS ARE WONDERING THE SAME THING.
AH, I'LL CLEAN IT UP.
FOR WHICH I COULD CARE LESS.
I AM INTERESTED, THOUGH, IN WHY YOU ARE SO CONVINCED YOU ARE MISSING SOME SORT OF *"BIG PICTURE"* -- ?
ONE: HALLE WAS SHOT BUT THE BURTON CANYON POLICE AUTOPSY WAS SEALED AND A BULLET WAS NEVER RECOVERED!
TWO: ABE WAS STEALING SOMETHING FROM ROXXON CALLED OMEGA-32.
HAMMER WAS INTERESTED IN IT, TOO.
THREE: A ROXXON EMPLOYEE WHO HAPPENED TO BE NECK-DEEP IN OMEGA-32 WAS FOUND DEAD --
-- KILLED, ACCORDING TO SECURITY CAMERAS, BY HER BOSS, ***SAMUEL HIGGINS*** --
-- WHO HAPPENED TO HAVE A PRETTY GOOD ALIBI CONSIDERING HE WAS HAVING DINNER WITH THE CHIEF OF POLICE AND THE MAYOR OF BOULDER!
FOUR: GAYLE ROGERS WAS KILLED -- AND THE ONLY STORY SHE'S WORKED ON THE LAST SIX MONTHS IS ABOUT ***US!***
THERE IS A FINGER I WOULD LIKE TO SHOW YOU FOR HAVING SPOILED THE MOOD...
I'M SERIOUS -- THESE PIECES HAVE TO FIT TOGETHER -- I THINK HALLIE WAS KILLED AS PART OF SOME HUGE COVER-UP!

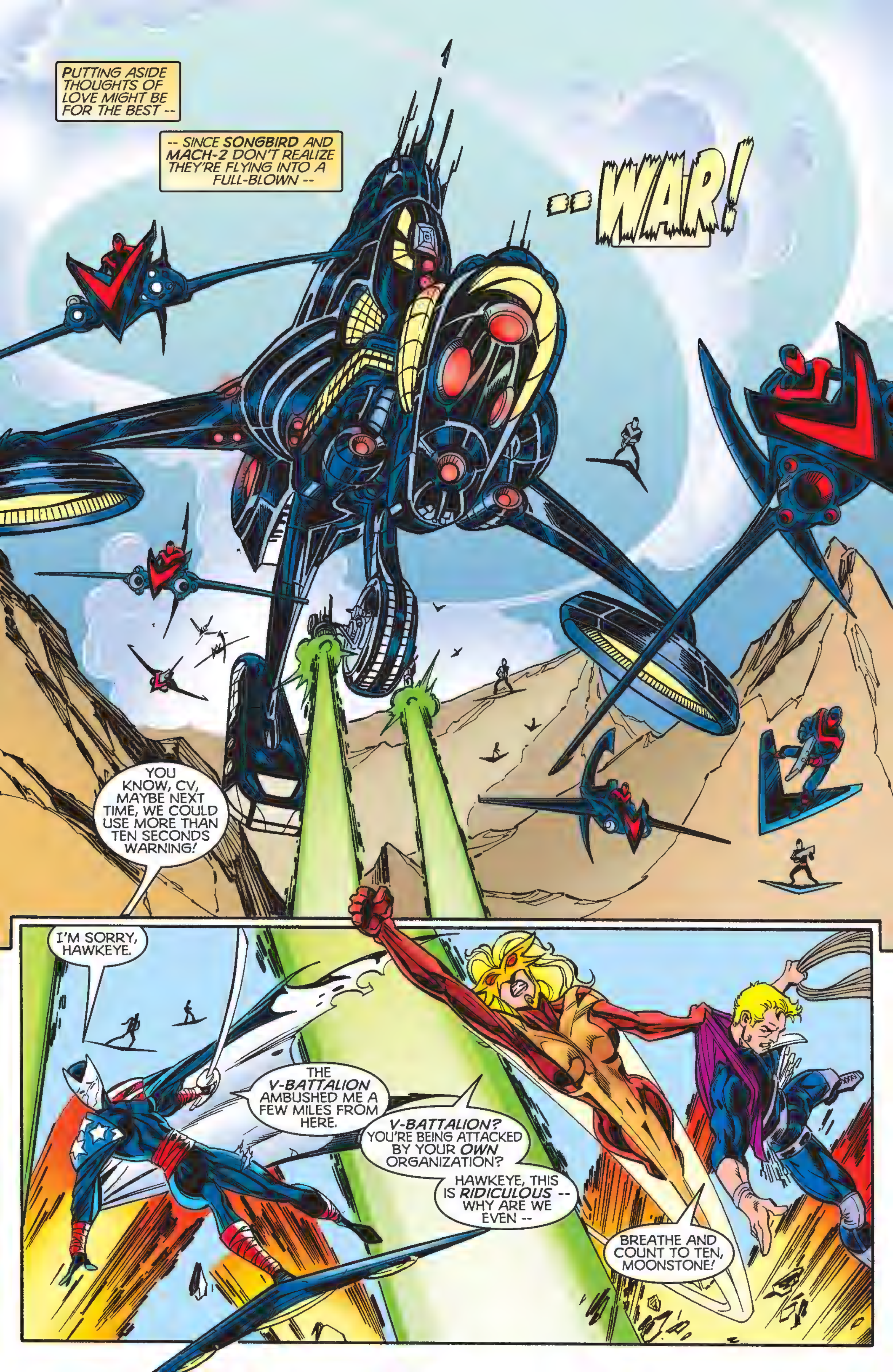

YOU'RE FORGETTING THE "WHO" PART OF THE EQUATION.
AS IN: "WHO WOULD WANT TO KILL HALLIE?"
NO ONE, I'D THINK.
BUT HOW LONG IS THE LINE FOR PEOPLE WHO MIGHT WANT TO GET BACK AT THE T-BOLTS BY KILLING JOLT?!
HER FIRST THOUGHT IS: IF SOMEONE HAS TARGETED THE THUNDERBOLTS FOR ASSASSINATION, MAYBE SHE SHOULD GET AWAY WHILE SHE CAN.
BUT THEN SHE CHIDES HERSELF FOR THOSE THOUGHTS.
AND THEN SHE IS ANGRY FOR HAVING BROUGHT A PICNIC BASKET OUT HERE LIKE SOME SORT OF NEBRASKA FARMGIRL!
WHAT IS WRONG WITH HER?
WHY DOES SHE KEEP HAVING THESE IMPULSES TO ACT SO... DECENTLY?
NOT ONLY IS IT COMPLETELY UNLIKE HER -- SHE FINDS IT NAUSEATING!
OR IS THE SICKENING SENSATION DUE TO SOMETHING ELSE?
PERHAPS SOMETHING... PHYSICALLY... INSIDE HER, TRYING TO GET OUT?
THE WOMAN FROM HER DREAMS -- THE ALIEN KREE WOMAN -- SHE CONFRONTED IN HELL...
AND THE WORDS JUMP OUT OF HER MOUTH BEFORE SHE CAN EVEN BITE HER LIPS...
LET'S START GETTING SOME ANSWERS, THEN!

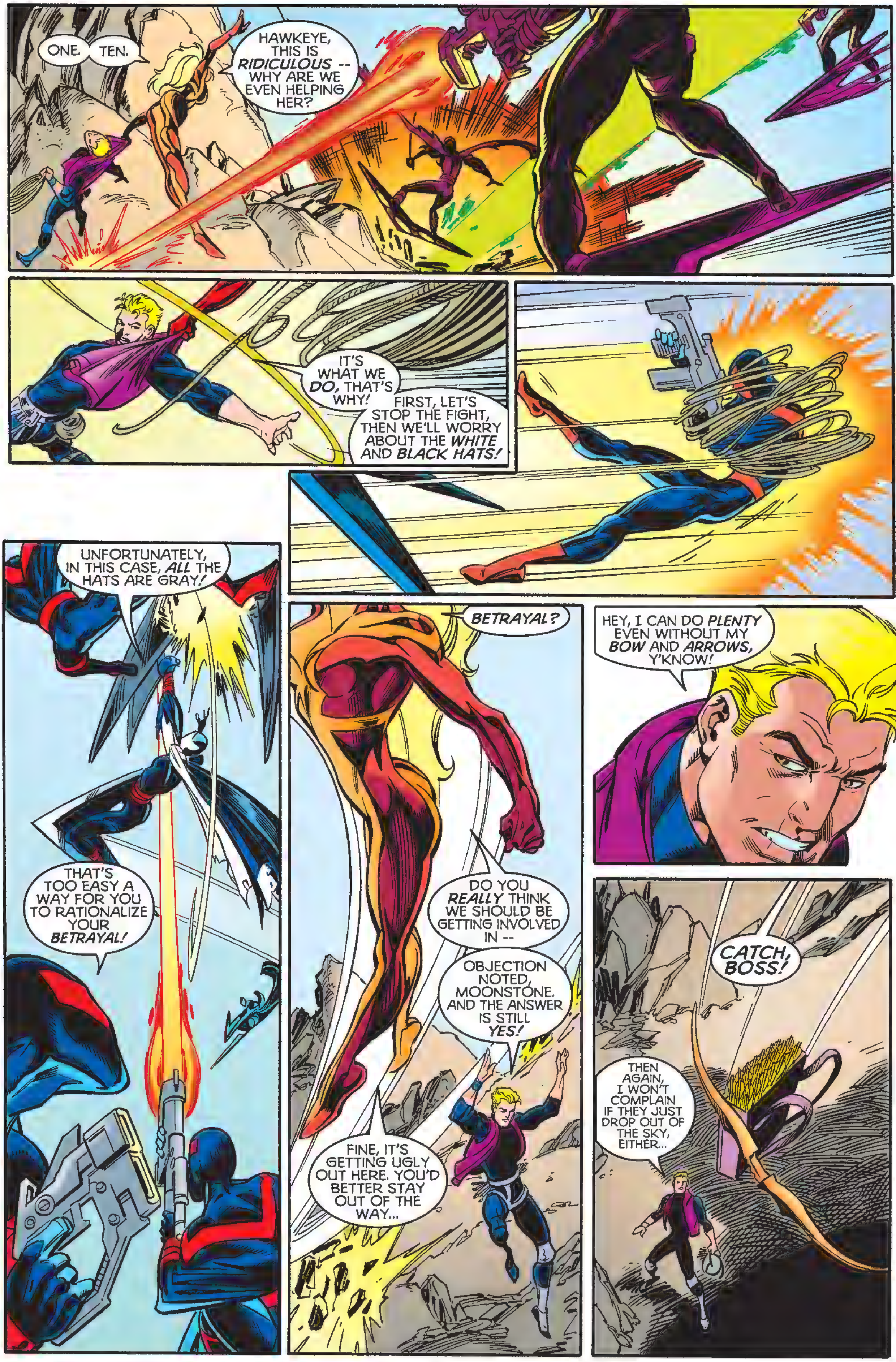

WE'VE BEEN APPROACHING HALLIE'S MURDER AS *CIVILIANS* --
-- BUT IF JOLT REALLY WAS THE TARGET, THEN THE T-BOLTS SHOULD BE INVESTIGATING THE CRIME.
EVEN THOUGH WE HAPPEN TO BE *WANTED CRIMINALS?*
WE, NOT *YOU*, CHANGE INTO YOUR COSTUME --
-- AND THEN FLASH THAT *AVENGERS I.D. BADGE* YOU'RE SO PROUD OF TO THE BURTON CANYON POLICE!
MIGHT WORK, 'CEPT I'M NOT *WEARING* MY COSTUME...
THE THOUGHT OF YOU WALKING INTO THE BCPD *NAKED* APPEALS TO *ME*, BUT I DON'T KNOW IF --
THUNDERBOLTS --
-- *I NEED YOUR HELP!*
CITIZEN V
CITIZEN V?!

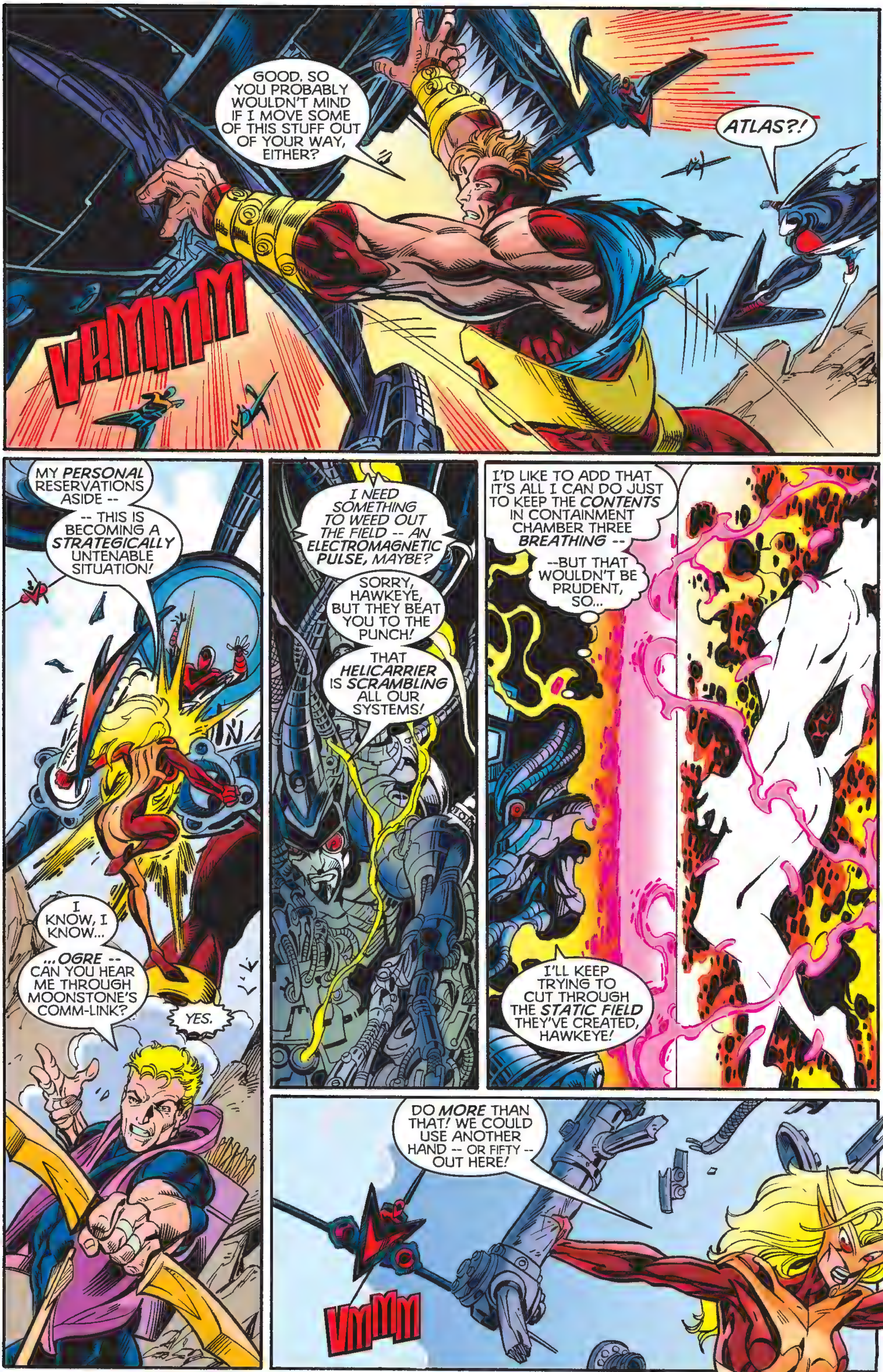

MEANWHILE AT BURTON CANYON HIGH SCHOOL...
...CHARLIE BURLINGAME, THE T-BOLT KNOWN AS CHARCOAL, IS HAPPILY LOST IN MORE MUNDANE MATTERS...
CAN'T BELIEVE Mr. WATCHUNG FORGOT BAKING SODA FOR HIS CHEM-CLASS EXPERIMENT.
THE GUY WOULD FORGET HIS BUTT IF IT WASN'T --
WELCOME TO
HEY!
OOOMPH
MICK? I'M SORRY, I --
YOU AN' YOUR FRIENDS GOT THIS BAD HABIT OF RUNNIN' INTO ME, COLE!
NOT A VERY SMART THING FOR A --
...
Uh... HEY -- Uhm -- YOU... JUST WATCH OUT NEXT TIME...
...uh... OR ELSE...
AND WITH THAT BEHIND HIM, CHARLIE "COLE" CONTINUES ON HIS WAY.
...AS IF NOTHING HAD HAPPENED...
EXIT
WHEN I WENT INTO TOWN TO GET THE BAKING SODA, I DIDN'T EXPECT TO SEE ABE AND MELISSA!

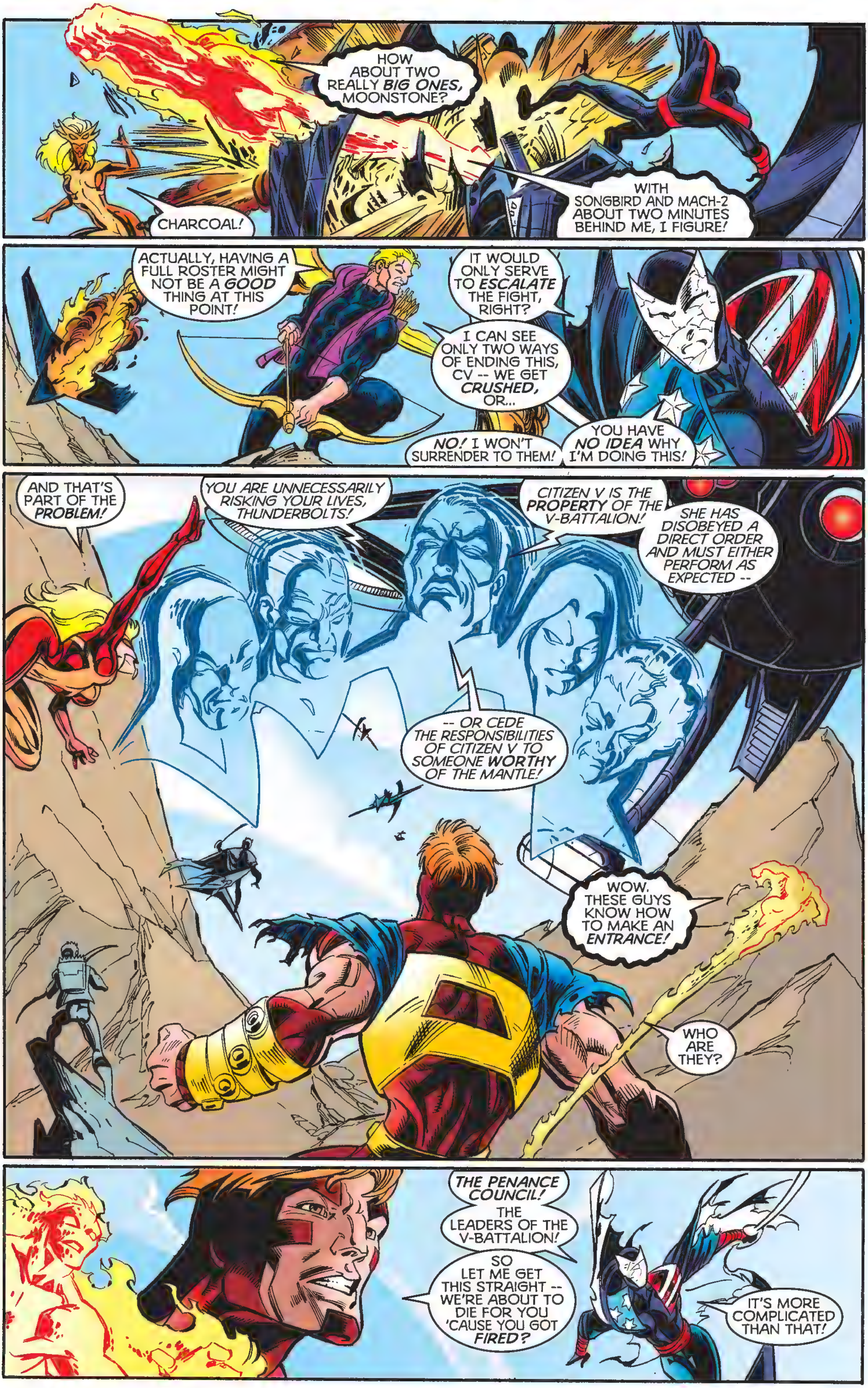

"GOOD TO SEE THEY'RE DEALING WITH THE... *CHANGES*... ABE'S GONE THROUGH..."
YOU NOTICE ANYTHING... *DIFFERENT?*
Uhm -- BESIDES THE FACT YOU'RE A *BLACK MAN* THANKS TO OGRE SCREWING UP YOUR *BIOPLASMIC IMPLANTS?*
YEAH, BUT MORE ABOUT HOW PEOPLE ARE LOOKING AT *US* --?
I'VE BEEN TRYING NOT TO PAY ATTENTION, ABE -- OR SHOULD I CALL YOU BY YOUR *NEW* NAME, *MATTHEW DAVIS?*
I GUESS YOU SHOULD, IN PUBLIC ANYWAY -- JUST SO WE GET USED TO IT --
-- HEY, CHECK IT OUT! THEY GOT THE TC-2 PROCESSING CHIP IN!
NEW TC238X
YEAH, I COULDN'T WAIT EITHER.
CHING CHING
OGRE SAID HE NEEDED ONE TO HELP THE *MACH-2* SENSOR ARRAY PROCESS TELEMETRY EVEN FASTER!
IT'S NOT CHEAP. YOU WANT ME TO *PINCH* IT?
DON'T EVEN *THINK* IT!
HI.
GOOD AFTERNOON. CAN I -- HELP YOU?
THE TC-2, PLEASE.
IT'S uhm... *VERY* EXPENSIVE, SIR.
WELL I'D LIKE TO SEE IT, THEN I'LL DECIDE.
I ONLY MEANT...IT MIGHT JUST BE TOO EXPENSIVE...FOR *YOU* TO AFFORD.
YEAH, YOU'RE PROBABLY RIGHT. I'M SURE IT IS!
CHING CHING

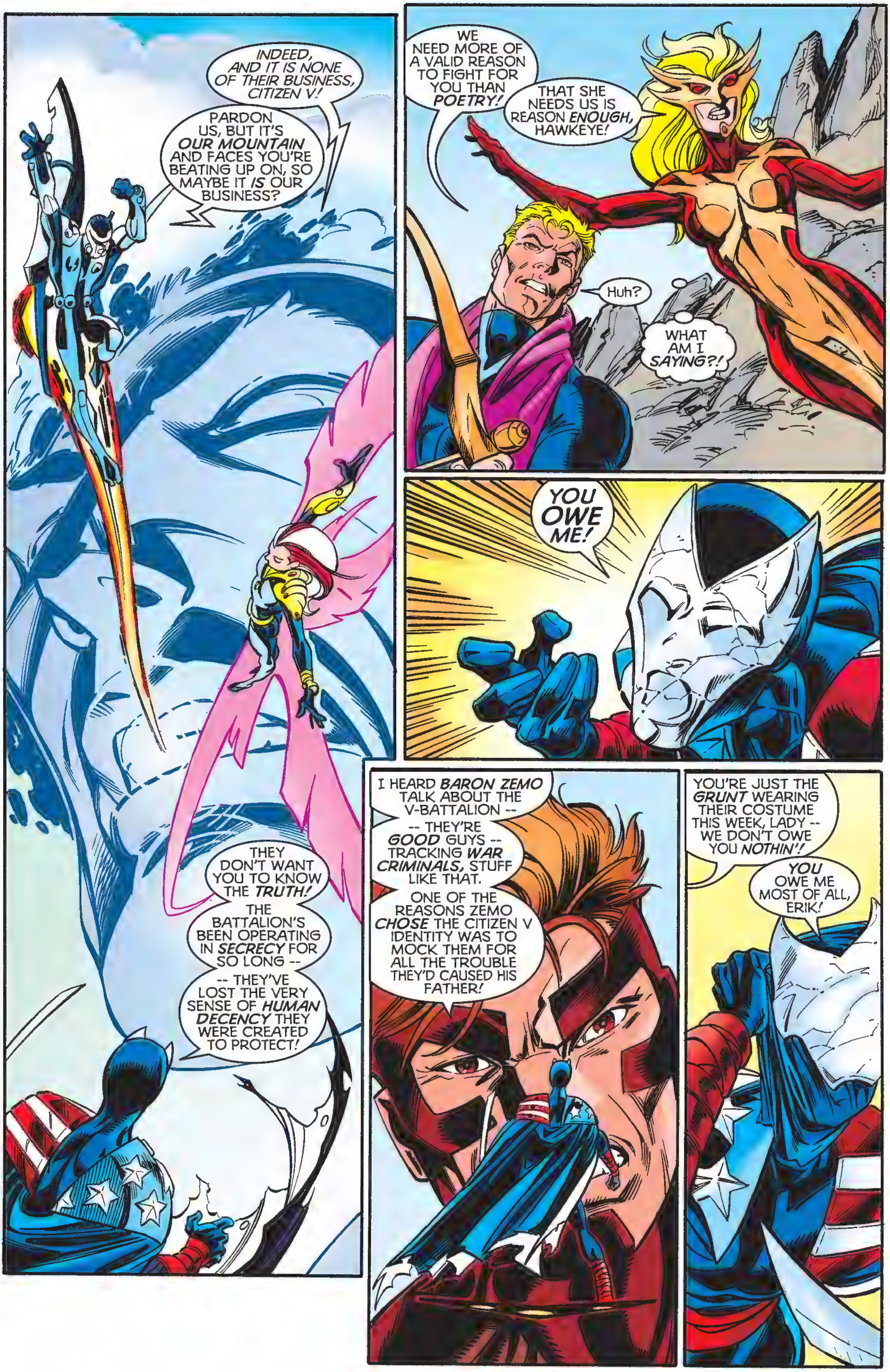

ABE -- WAIT!
I'M SORRY FOR THE WAY THAT GUY ACTED.
WHY SHOULD YOU BE, MELISSA?
IT'S EXACTLY HOW *YOU'VE* BEEN ACTING EVER SINCE I TOOK THE MACH-2 HELMET OFF!
WHAT -- WHAT ARE YOU TALKING ABOUT --?
HOW *AFRAID* ARE YOU OF MY *"NEW LOOK"*?
IT'S BEEN *TWO DAYS* SINCE I CAME BACK AND YOU HAVEN'T *KISSED* ME -- YOU HAVEN'T EVEN HELD MY HAND!
EXCUSE ME, BUT WE WERE A LITTLE BUSY -- *GOING TO HELL!*
NO... THAT'S NOT IT... I KNOW...
I'M SORRY, ABE -- I -- I JUST HAVE TO GET USED TO THIS, THAT'S ALL --
-- I MEAN -- YOU *HAVE* TO UNDERSTAND HOW...*WEIRD*... THIS IS --
I KNOW -- AND I'M SORRY FOR SNAPPING --
-- I GUESS...I HAVE TO GET USED TO IT, TOO.
HEY, LOOK -- IT'S *CHARCOAL!*
CHARLIE WOULDN'T HAVE LEFT SCHOOL UNLESS THERE WAS TROUBLE!
C'MON, OUR COSTUMES ARE IN THE *JET-STEEDS!*
NEITHER ADMITS IT, BUT THEY BOTH WELCOME THE INTERRUPTION...
...AND THEY BOTH WONDER WHAT THIS WILL ALL MEAN FOR THEIR ***LOVE.***

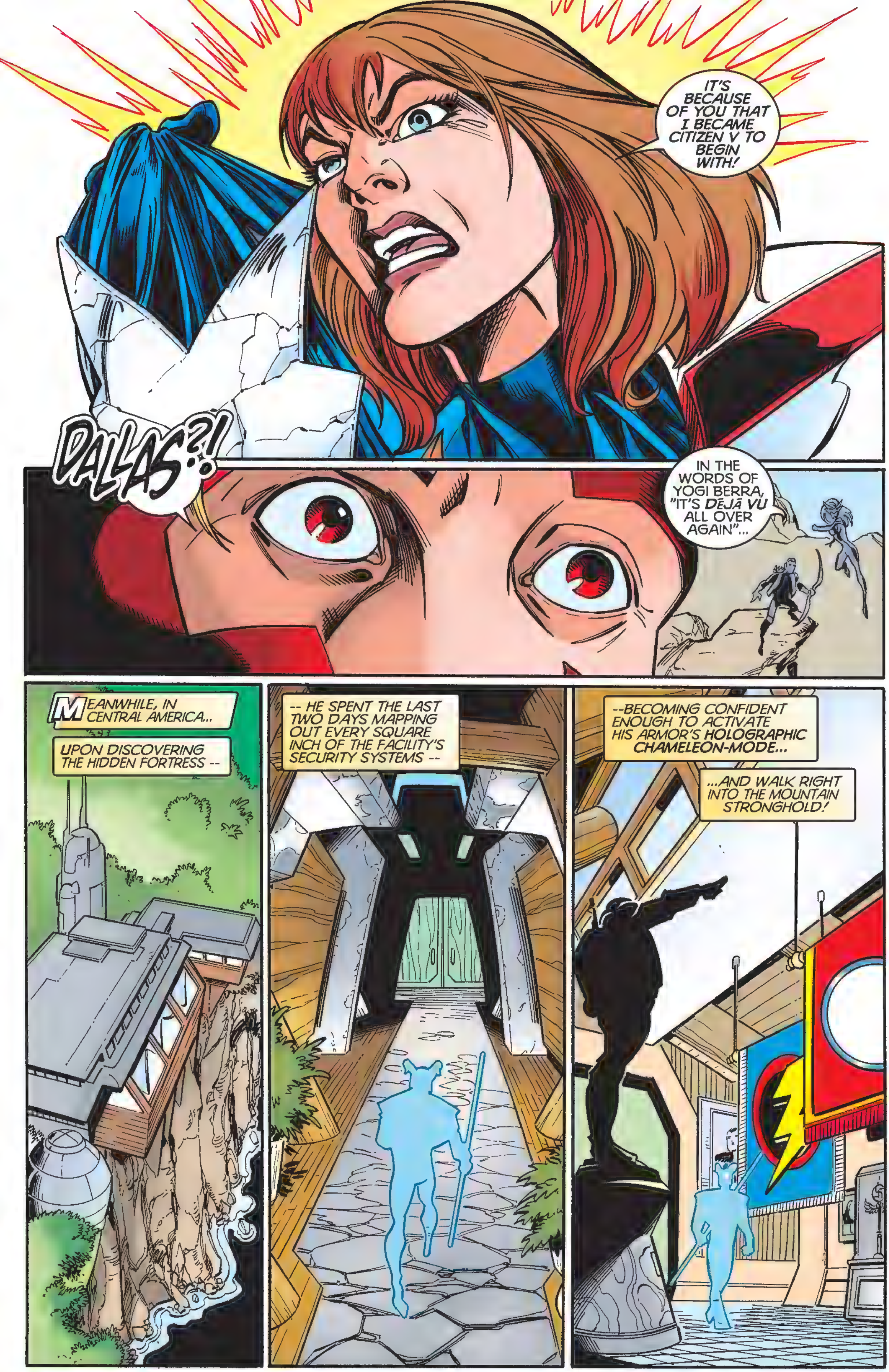

PUTTING ASIDE THOUGHTS OF LOVE MIGHT BE FOR THE BEST --
-- SINCE SONGBIRD AND MACH-2 DON'T REALIZE THEY'RE FLYING INTO A FULL-BLOWN --
-- WAR!
YOU KNOW, CV, MAYBE NEXT TIME, WE COULD USE MORE THAN TEN SECONDS WARNING!
I'M SORRY, HAWKEYE.
THE V-BATTALION AMBUSHED ME A FEW MILES FROM HERE.
V-BATTALION? YOU'RE BEING ATTACKED BY YOUR OWN ORGANIZATION?
HAWKEYE, THIS IS RIDICULOUS -- WHY ARE WE EVEN --
BREATHE AND COUNT TO TEN, MOONSTONE!

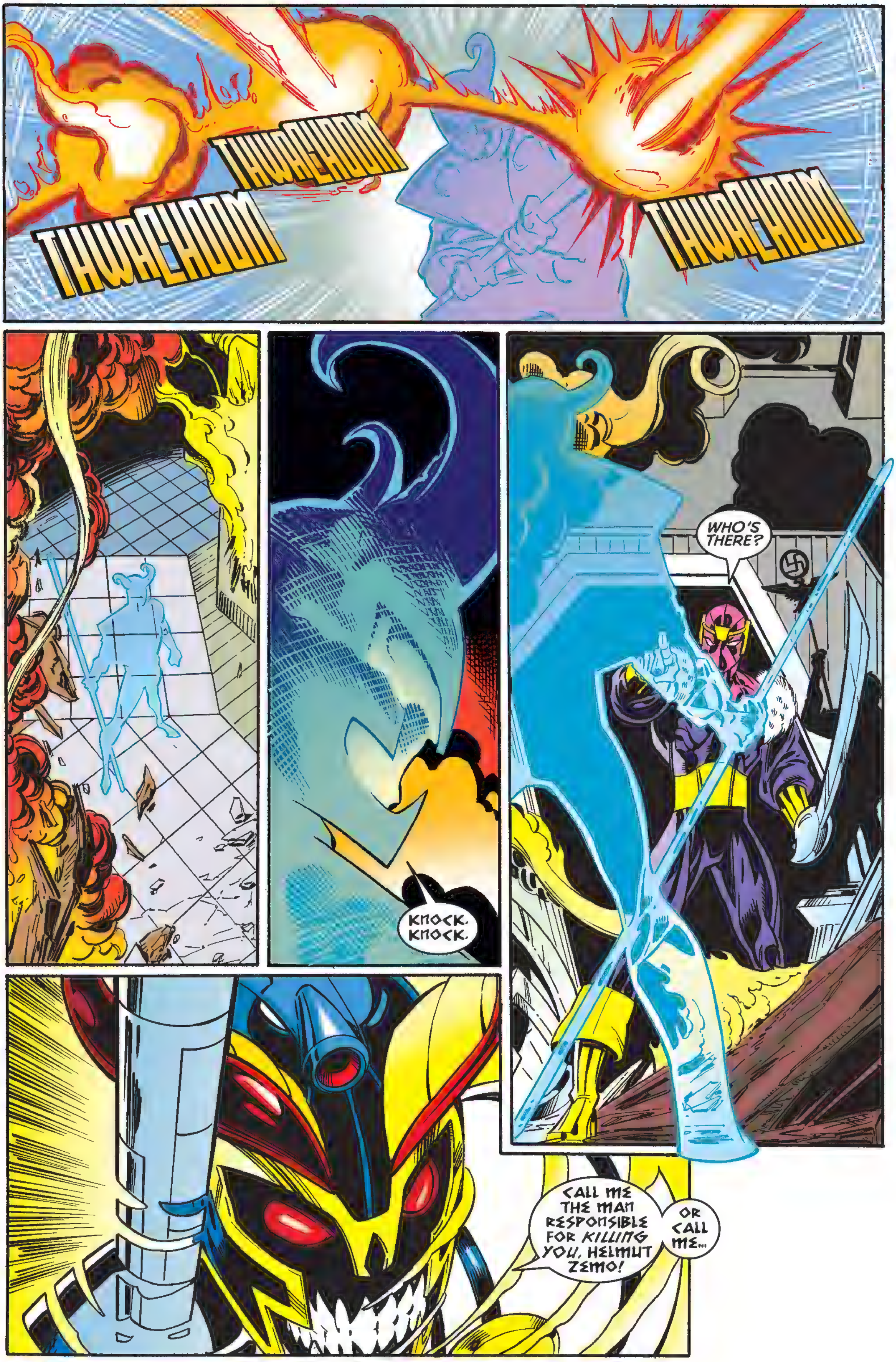

ONE.
TEN.
HAWKEYE, THIS IS *RIDICULOUS* -- WHY ARE WE EVEN HELPING HER?
IT'S WHAT WE *DO*, THAT'S WHY!
FIRST, LET'S STOP THE FIGHT, THEN WE'LL WORRY ABOUT THE *WHITE* AND *BLACK HATS!*
UNFORTUNATELY, IN THIS CASE, *ALL* THE HATS ARE GRAY!
THAT'S TOO EASY A WAY FOR YOU TO RATIONALIZE YOUR *BETRAYAL!*
BETRAYAL?
DO YOU *REALLY* THINK WE SHOULD BE GETTING INVOLVED IN --
OBJECTION NOTED, MOONSTONE. AND THE ANSWER IS STILL *YES!*
FINE, IT'S GETTING UGLY OUT HERE. YOU'D BETTER STAY OUT OF THE WAY...
HEY, I CAN DO *PLENTY* EVEN WITHOUT MY *BOW* AND *ARROWS*, Y'KNOW!
CATCH, BOSS!
THEN AGAIN, I WON'T COMPLAIN IF THEY JUST DROP OUT OF THE SKY, EITHER...

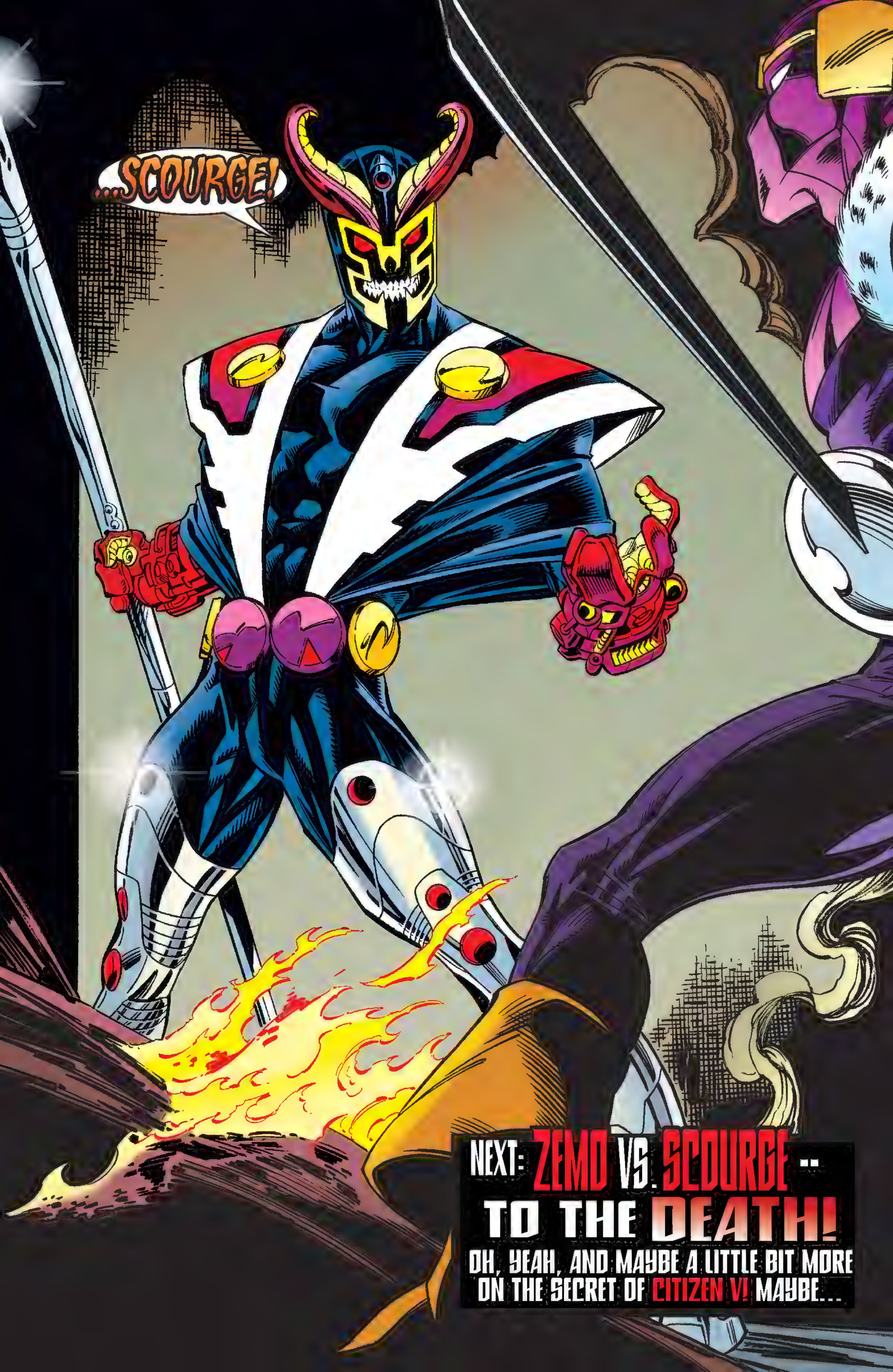

GOOD. SO YOU PROBABLY WOULDN'T MIND IF I MOVE SOME OF THIS STUFF OUT OF YOUR WAY, EITHER?
ATLAS?!
VRMMM
MY *PERSONAL* RESERVATIONS ASIDE --
-- THIS IS BECOMING A *STRATEGICALLY* UNTENABLE SITUATION!
I KNOW, I KNOW...
...*OGRE* -- CAN YOU HEAR ME THROUGH MOONSTONE'S COMM-LINK?
YES.
I NEED SOMETHING TO WEED OUT THE FIELD -- AN ELECTROMAGNETIC PULSE, MAYBE?
SORRY, HAWKEYE, BUT THEY BEAT YOU TO THE PUNCH!
THAT *HELICARRIER* IS *SCRAMBLING* ALL OUR SYSTEMS!
I'D LIKE TO ADD THAT IT'S ALL I CAN DO JUST TO KEEP THE *CONTENTS* IN CONTAINMENT CHAMBER THREE *BREATHING* --
--BUT THAT WOULDN'T BE PRUDENT, SO...
I'LL KEEP TRYING TO CUT THROUGH THE *STATIC FIELD* THEY'VE CREATED, HAWKEYE!
DO *MORE* THAN THAT! WE COULD USE ANOTHER HAND -- OR FIFTY -- OUT HERE!
VMMM


HOW ABOUT TWO REALLY BIG ONES, MOONSTONE?
CHARCOAL!
WITH SONGBIRD AND MACH-2 ABOUT TWO MINUTES BEHIND ME, I FIGURE!
ACTUALLY, HAVING A FULL ROSTER MIGHT NOT BE A GOOD THING AT THIS POINT!
IT WOULD ONLY SERVE TO ESCALATE THE FIGHT, RIGHT?
I CAN SEE ONLY TWO WAYS OF ENDING THIS, CV -- WE GET CRUSHED, OR...
NO! I WON'T SURRENDER TO THEM!
YOU HAVE NO IDEA WHY I'M DOING THIS!
AND THAT'S PART OF THE PROBLEM!
YOU ARE UNNECESSARILY RISKING YOUR LIVES, THUNDERBOLTS!
CITIZEN V IS THE PROPERTY OF THE V-BATTALION!
SHE HAS DISOBEYED A DIRECT ORDER AND MUST EITHER PERFORM AS EXPECTED --
-- OR CEDE THE RESPONSIBILITIES OF CITIZEN V TO SOMEONE WORTHY OF THE MANTLE!
WOW, THESE GUYS KNOW HOW TO MAKE AN ENTRANCE!
WHO ARE THEY?
THE PENANCE COUNCIL!
THE LEADERS OF THE V-BATTALION!
SO LET ME GET THIS STRAIGHT -- WE'RE ABOUT TO DIE FOR YOU 'CAUSE YOU GOT FIRED?
IT'S MORE COMPLICATED THAN THAT!


INDEED, AND IT IS NONE OF THEIR BUSINESS, CITIZEN V!
PARDON US, BUT IT'S ***OUR MOUNTAIN*** AND FACES YOU'RE BEATING UP ON, SO MAYBE IT *IS* OUR BUSINESS?
THEY DON'T WANT YOU TO KNOW THE ***TRUTH!***
THE BATTALION'S BEEN OPERATING IN ***SECRECY*** FOR SO LONG --
-- THEY'VE LOST THE VERY SENSE OF ***HUMAN DECENCY*** THEY WERE CREATED TO PROTECT!
WE NEED MORE OF A VALID REASON TO FIGHT FOR YOU THAN ***POETRY!***
THAT SHE NEEDS US IS REASON ***ENOUGH,*** HAWKEYE!
Huh?
WHAT AM I ***SAYING?!***
YOU OWE ME!
I HEARD ***BARON ZEMO*** TALK ABOUT THE V-BATTALION --
-- THEY'RE ***GOOD*** GUYS -- TRACKING ***WAR CRIMINALS,*** STUFF LIKE THAT.
ONE OF THE REASONS ZEMO ***CHOSE*** THE CITIZEN V IDENTITY WAS TO MOCK THEM FOR ALL THE TROUBLE THEY'D CAUSED HIS FATHER!
YOU'RE JUST THE ***GRUNT*** WEARING THEIR COSTUME THIS WEEK, LADY -- WE DON'T OWE YOU ***NOTHIN'!***
YOU OWE ME MOST OF ALL, ERIK!


IT'S BECAUSE OF YOU THAT I BECAME CITIZEN V TO BEGIN WITH!
DALLAS?!
IN THE WORDS OF YOGI BERRA, "IT'S DÉJÀ VU ALL OVER AGAIN"...
MEANWHILE, IN CENTRAL AMERICA...
UPON DISCOVERING THE HIDDEN FORTRESS --
-- HE SPENT THE LAST TWO DAYS MAPPING OUT EVERY SQUARE INCH OF THE FACILITY'S SECURITY SYSTEMS --
--BECOMING CONFIDENT ENOUGH TO ACTIVATE HIS ARMOR'S HOLOGRAPHIC CHAMELEON-MODE...
...AND WALK RIGHT INTO THE MOUNTAIN STRONGHOLD!


THWACHOOM
THWACHOOM
THWACHOOM
KNOCK. KNOCK.
WHO'S THERE?
CALL ME THE MAN RESPONSIBLE FOR *KILLING YOU*, HELMUT ZEMO!
OR CALL ME...


...SCOURGE!
NEXT: ZEMO VS. SCOURGE -- TO THE DEATH!
OH, YEAH, AND MAYBE A LITTLE BIT MORE ON THE SECRET OF CITIZEN V! MAYBE...

MARVEL COMICS
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BAGLEY
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JUSTICE IS SERVED--!
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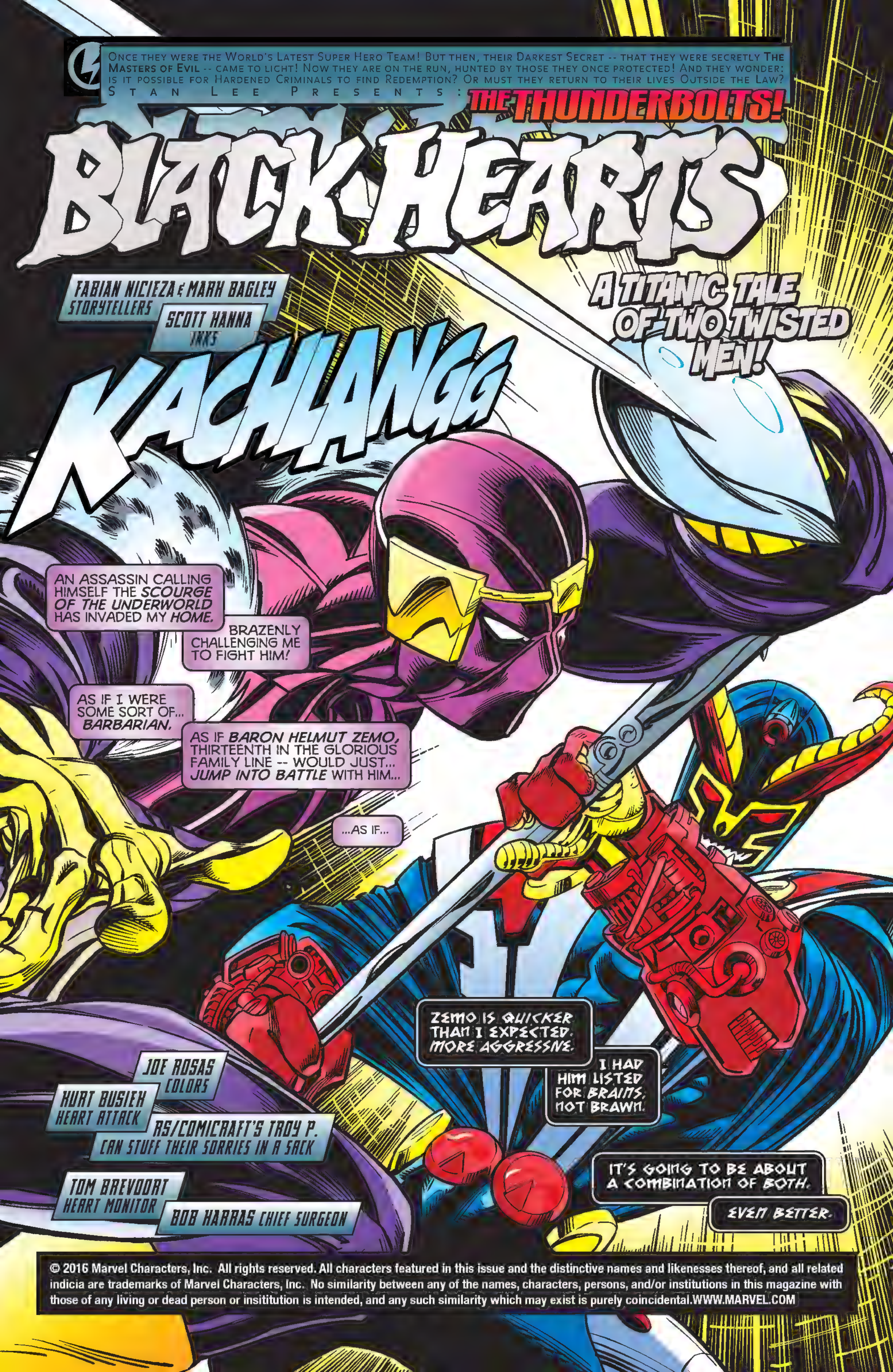
PLUS...
THE CRIMINAL CAREER OF HAWKEYE!
THE POWER OF IRON MAN!
ERIK JOSTEN VS. LUKE CAGE!
...AND MORE!


Once they were the World's Latest Super Hero Team! But then, their Darkest Secret -- that they were secretly The Masters of Evil -- came to light! Now they are on the run, hunted by those they once protected! And they wonder: is it possible for Hardened Criminals to find Redemption? Or must they return to their lives Outside the Law?
Stan Lee Presents: The Thunderbolts!
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Scott Hanna inks
A titanic tale of two twisted men!
KACHLANGG
An assassin calling himself the Scourge of the Underworld has invaded my home.
Brazenly challenging me to fight him!
As if I were some sort of... barbarian.
As if Baron Helmut Zemo, thirteenth in the glorious family line -- would just... jump into battle with him...
...as if...
Zemo is quicker than I expected. More aggressive.
I had him listed for brains, not brawn.
It's going to be about a combination of both.
Even better.
Joe Rosas colors
Kurt Busiek heart attack
RS/Comicraft's Troy P. can stuff their sorries in a sack
Tom Brevoort heart monitor
Bob Harras chief surgeon

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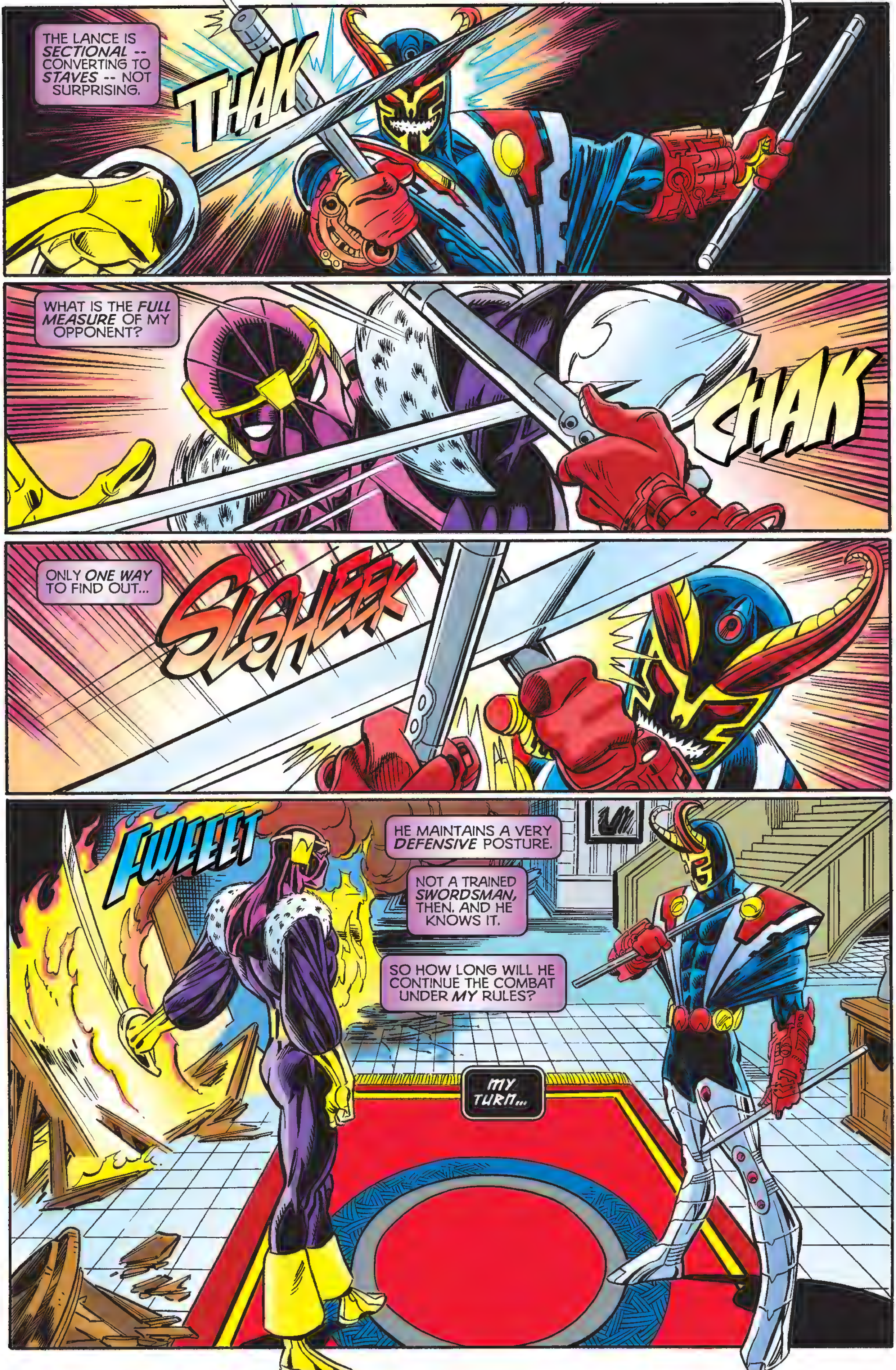
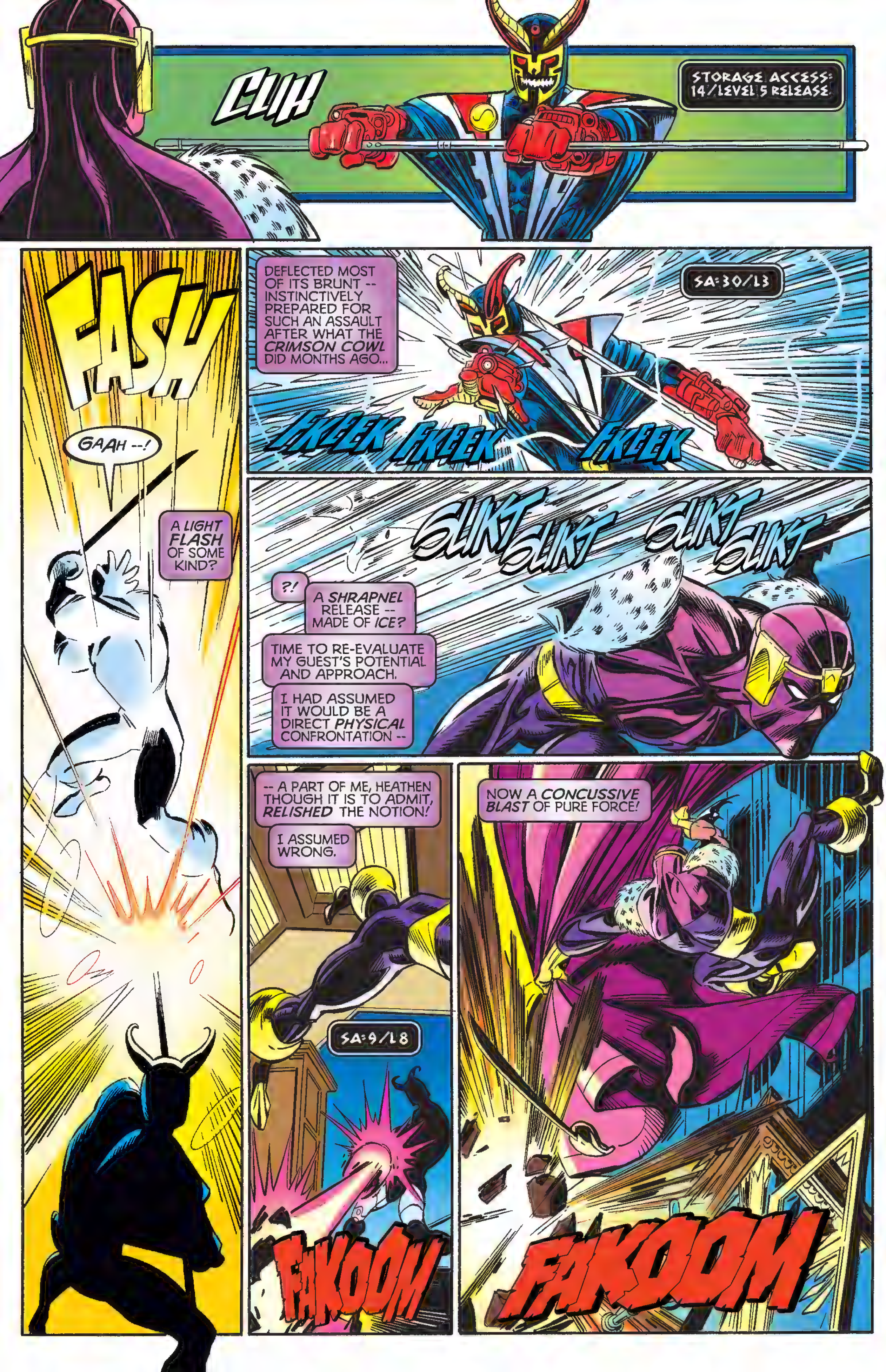
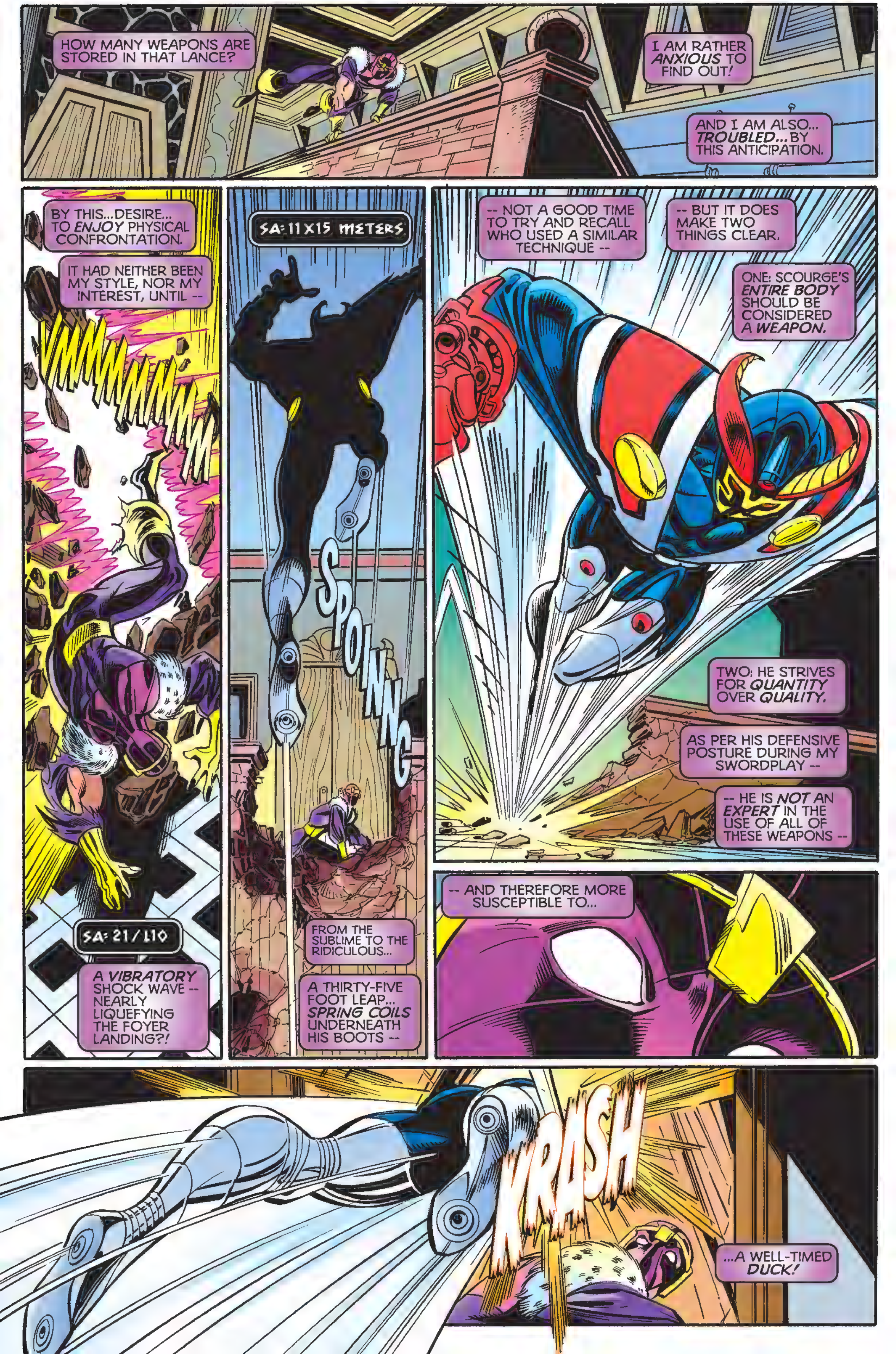
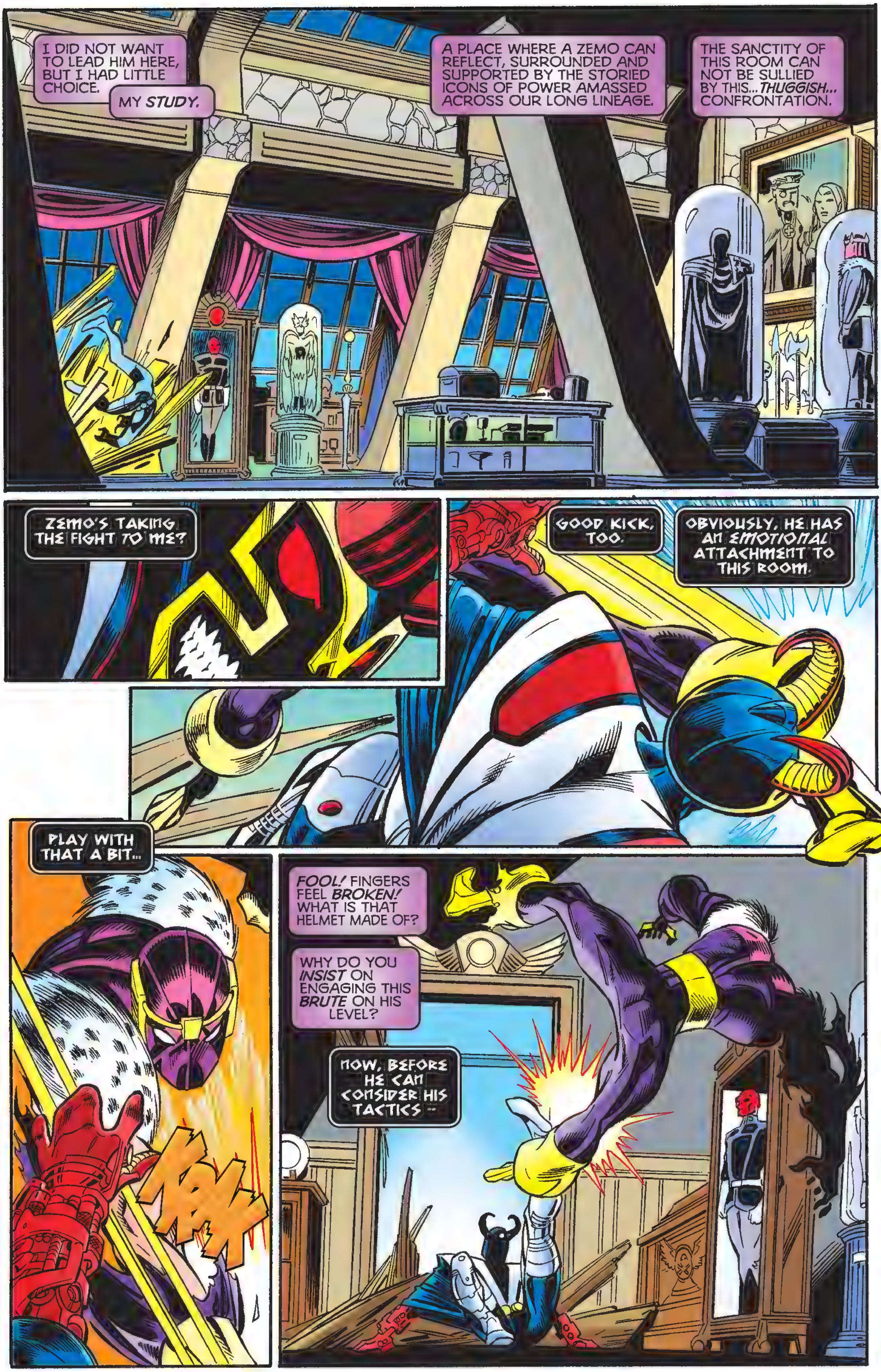
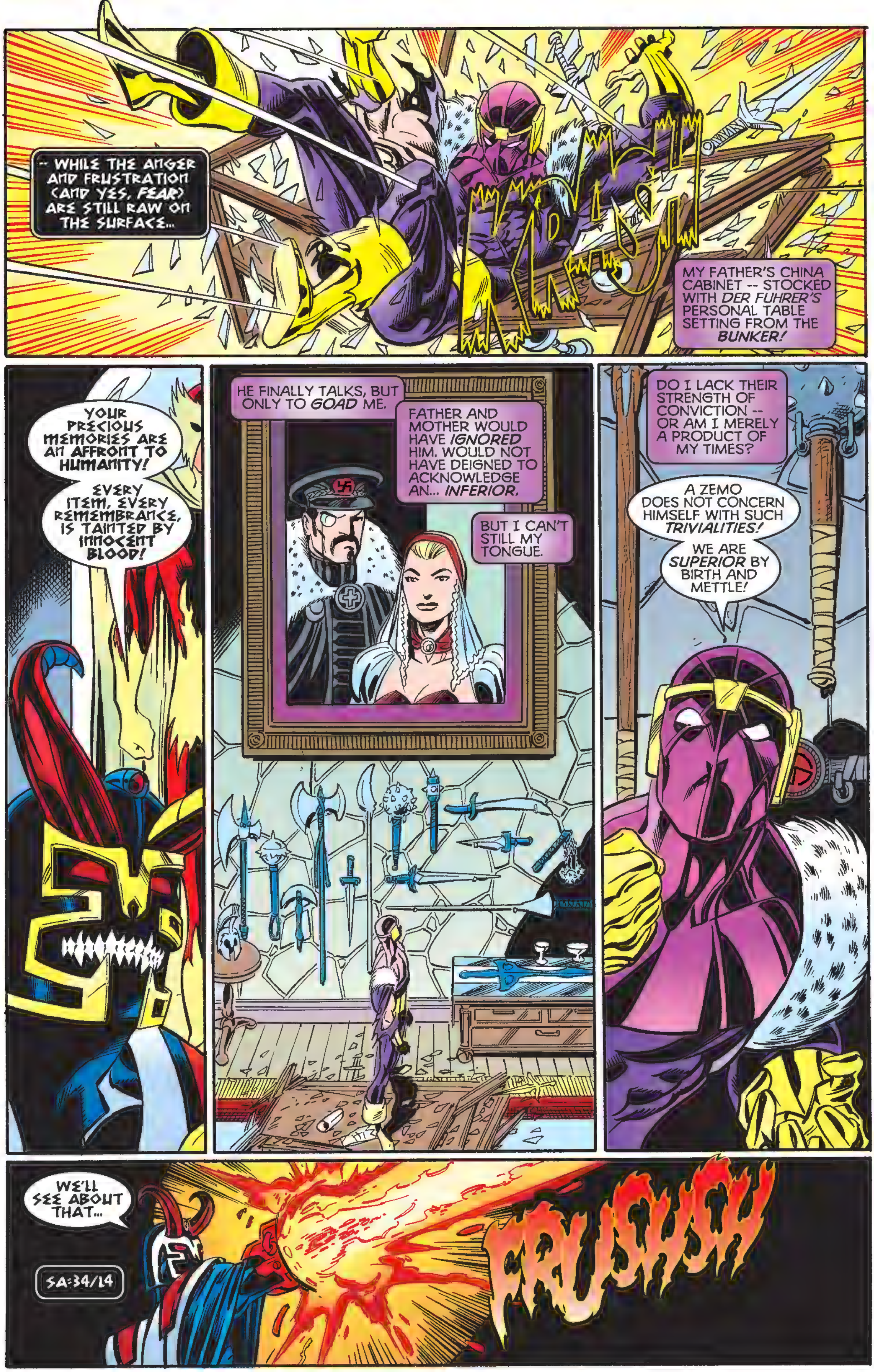
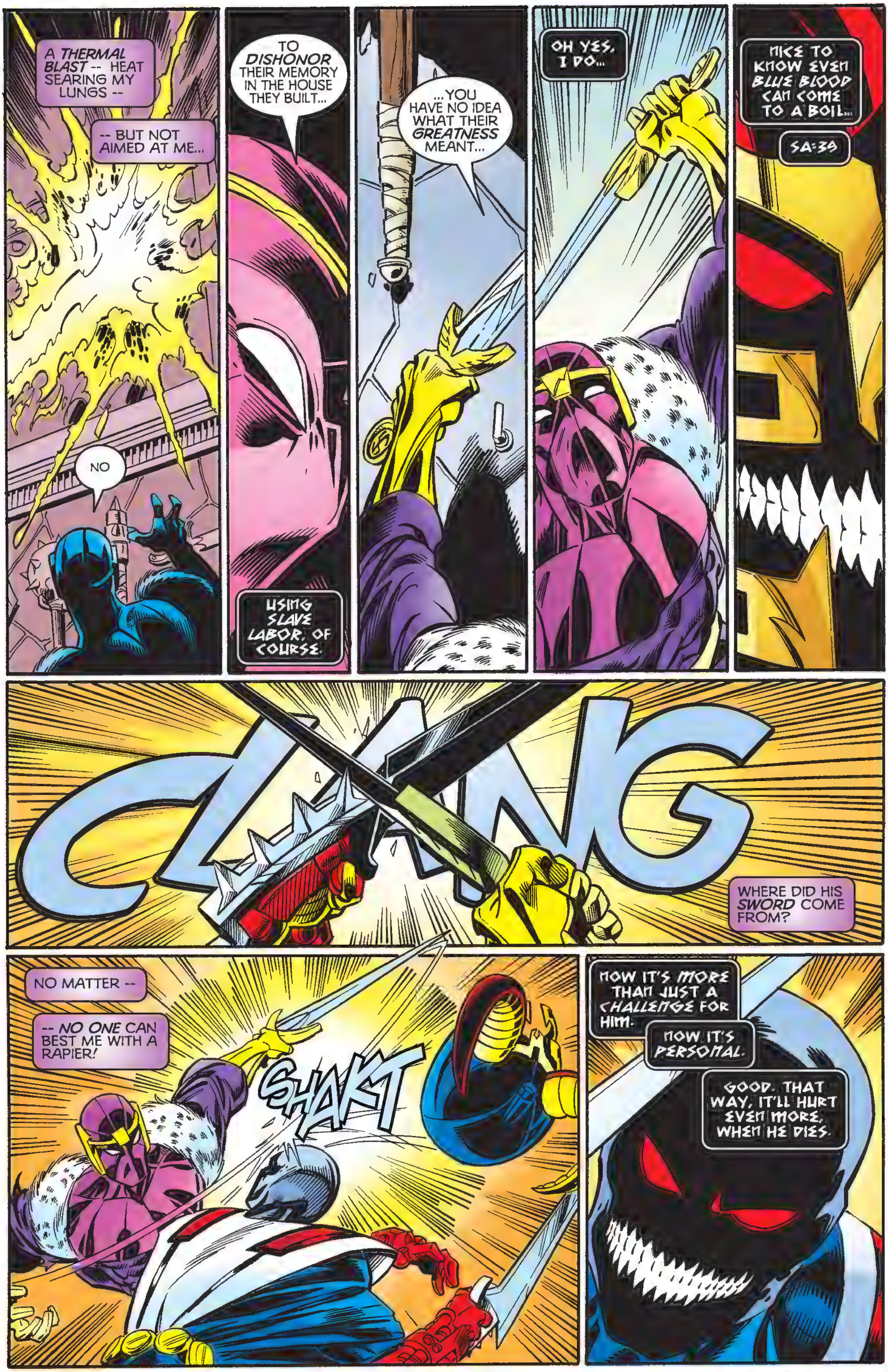

THE LANCE IS *SECTIONAL* -- CONVERTING TO *STAVES* -- NOT SURPRISING.
THAK
WHAT IS THE *FULL MEASURE* OF MY OPPONENT?
CHAK
ONLY *ONE WAY* TO FIND OUT...
SLSHEEK
FWEEET
HE MAINTAINS A VERY *DEFENSIVE* POSTURE.
NOT A TRAINED *SWORDSMAN*, THEN. AND HE KNOWS IT.
SO HOW LONG WILL HE CONTINUE THE COMBAT UNDER *MY* RULES?
MY TURN...

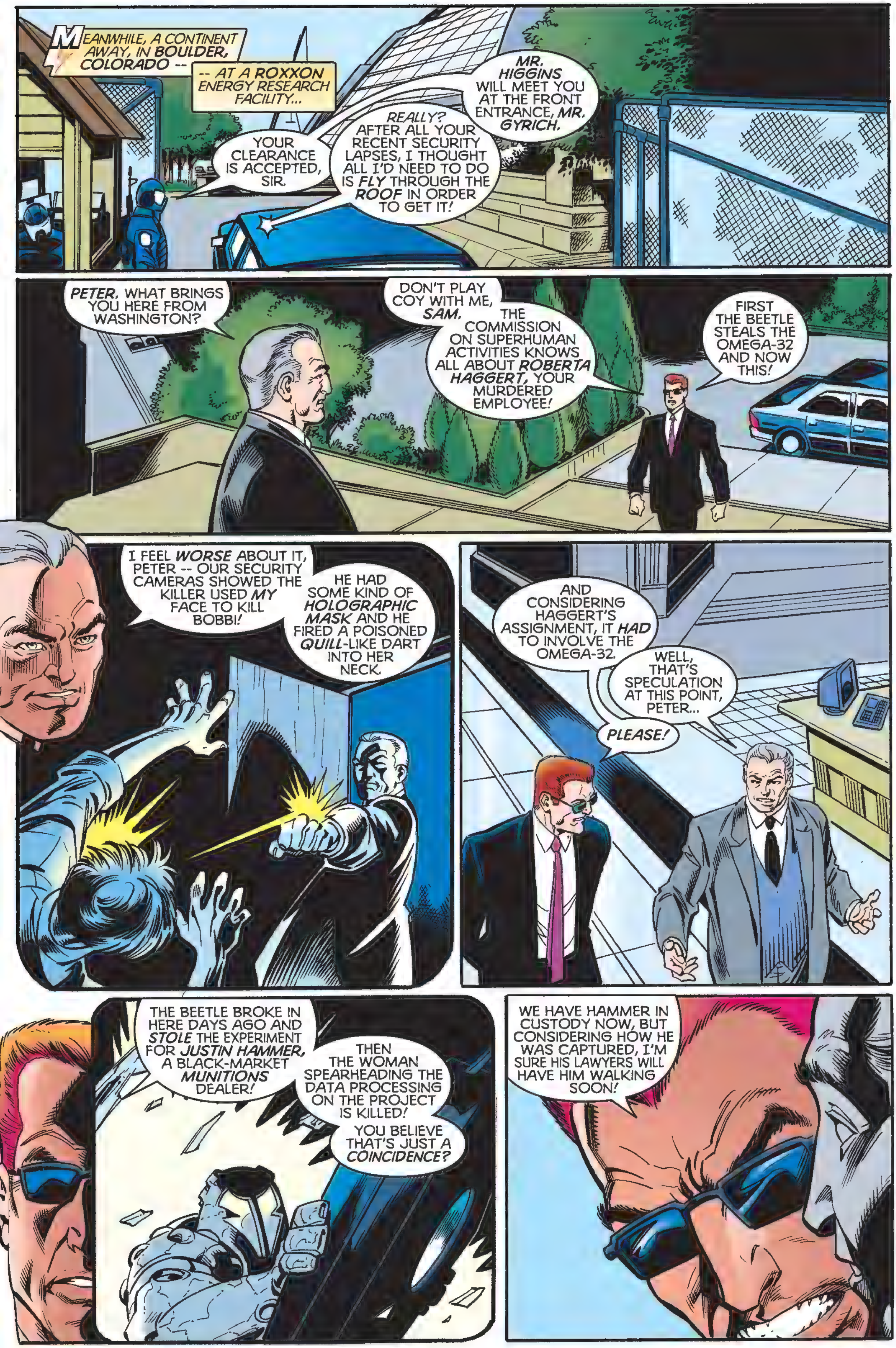

CLIK
STORAGE ACCESS: 14/LEVEL 5 RELEASE
FASH
GAAH --!
A LIGHT FLASH OF SOME KIND?
DEFLECTED MOST OF ITS BRUNT -- INSTINCTIVELY PREPARED FOR SUCH AN ASSAULT AFTER WHAT THE CRIMSON COWL DID MONTHS AGO...
SA:30/13
FKEEK FKEEK FKEEK
SLIKT SLIKT SLIKT SLIKT
?!
A SHRAPNEL RELEASE -- MADE OF ICE?
TIME TO RE-EVALUATE MY GUEST'S POTENTIAL AND APPROACH.
I HAD ASSUMED IT WOULD BE A DIRECT PHYSICAL CONFRONTATION --
-- A PART OF ME, HEATHEN THOUGH IT IS TO ADMIT, RELISHED THE NOTION!
I ASSUMED WRONG.
SA:9/18
FAKOOM
NOW A CONCUSSIVE BLAST OF PURE FORCE!
FAKOOM

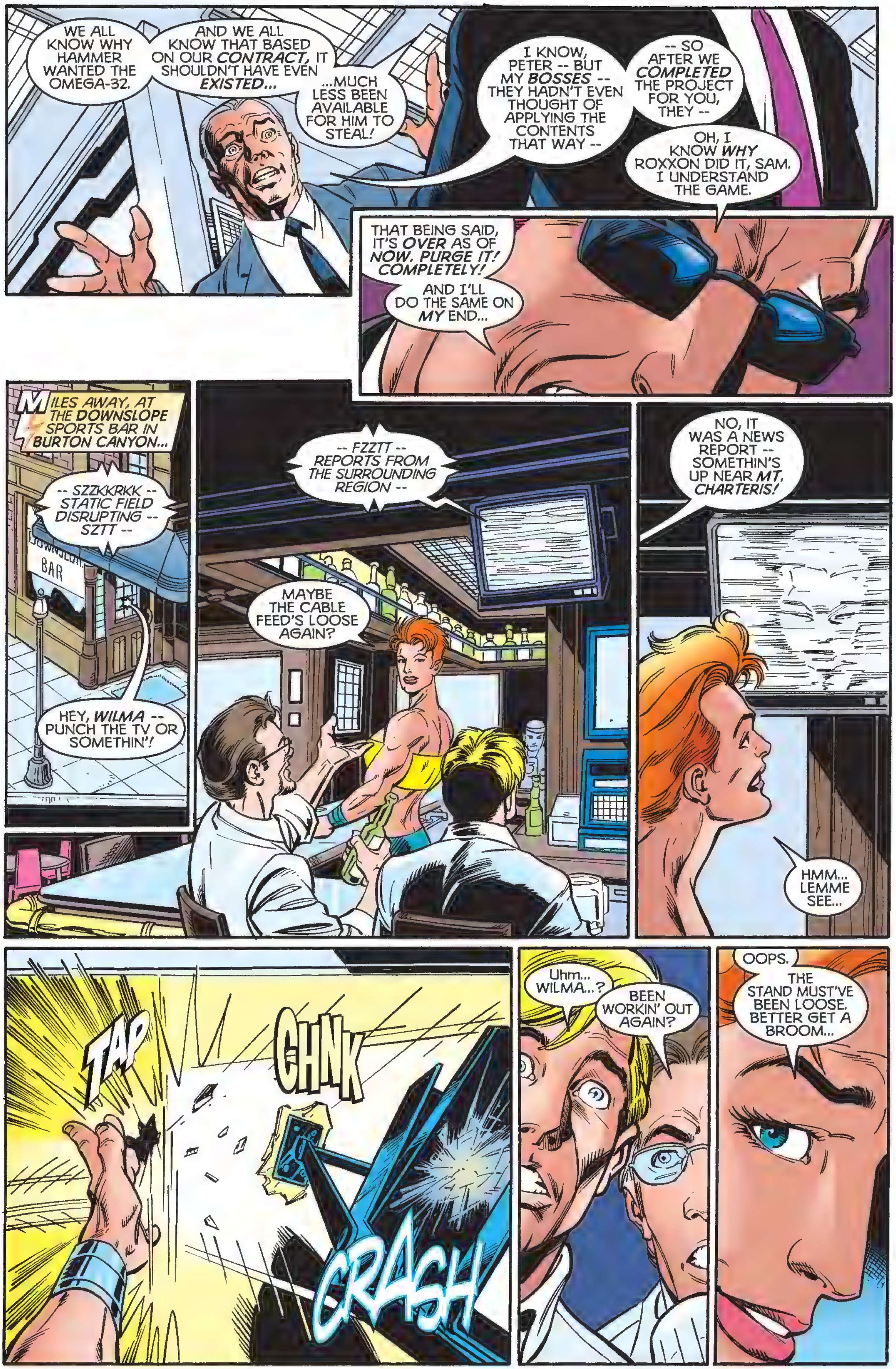

HOW MANY WEAPONS ARE STORED IN THAT LANCE?
I AM RATHER *ANXIOUS* TO FIND OUT!
AND I AM ALSO... *TROUBLED*... BY THIS ANTICIPATION.
BY THIS...DESIRE... TO *ENJOY* PHYSICAL CONFRONTATION.
IT HAD NEITHER BEEN MY STYLE, NOR MY INTEREST, UNTIL --
VMMMMMMMMM
SA: 21/110
A *VIBRATORY* SHOCK WAVE -- NEARLY LIQUEFYING THE FOYER LANDING?!
SA: 11X15 METERS
SPOINNNG
FROM THE SUBLIME TO THE RIDICULOUS...
A THIRTY-FIVE FOOT LEAP... *SPRING COILS* UNDERNEATH HIS BOOTS --
-- NOT A GOOD TIME TO TRY AND RECALL WHO USED A SIMILAR TECHNIQUE --
-- BUT IT DOES MAKE TWO THINGS CLEAR.
ONE: SCOURGE'S *ENTIRE BODY* SHOULD BE CONSIDERED A *WEAPON.*
TWO: HE STRIVES FOR *QUANTITY* OVER *QUALITY.*
AS PER HIS DEFENSIVE POSTURE DURING MY SWORDPLAY --
-- HE IS *NOT* AN *EXPERT* IN THE USE OF ALL OF THESE WEAPONS --
-- AND THEREFORE MORE SUSCEPTIBLE TO...
KRASH
...A WELL-TIMED *DUCK!*

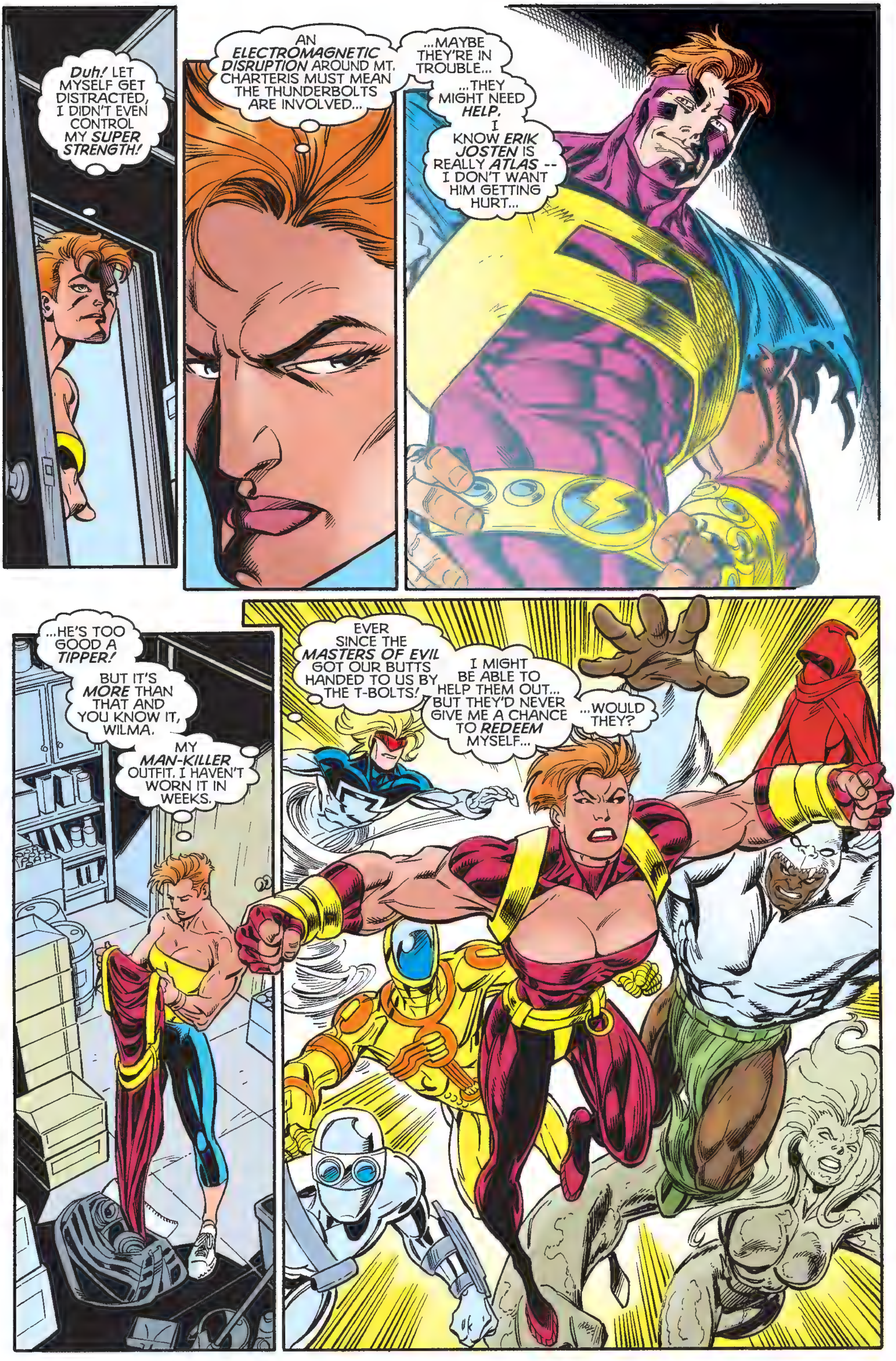

I DID NOT WANT TO LEAD HIM HERE, BUT I HAD LITTLE CHOICE.
MY *STUDY.*
A PLACE WHERE A ZEMO CAN REFLECT, SURROUNDED AND SUPPORTED BY THE STORIED ICONS OF POWER AMASSED ACROSS OUR LONG LINEAGE.
THE SANCTITY OF THIS ROOM CAN NOT BE SULLIED BY THIS...*THUGGISH...* CONFRONTATION.
ZEMO'S TAKING THE FIGHT *TO* ME?
GOOD KICK, TOO.
OBVIOUSLY, HE HAS AN *EMOTIONAL* ATTACHMENT TO THIS ROOM.
PLAY WITH THAT A BIT...
FOOL! FINGERS FEEL *BROKEN!* WHAT IS THAT HELMET MADE OF?
WHY DO YOU *INSIST* ON ENGAGING THIS *BRUTE* ON HIS LEVEL?
NOW, BEFORE HE CAN CONSIDER HIS TACTICS --

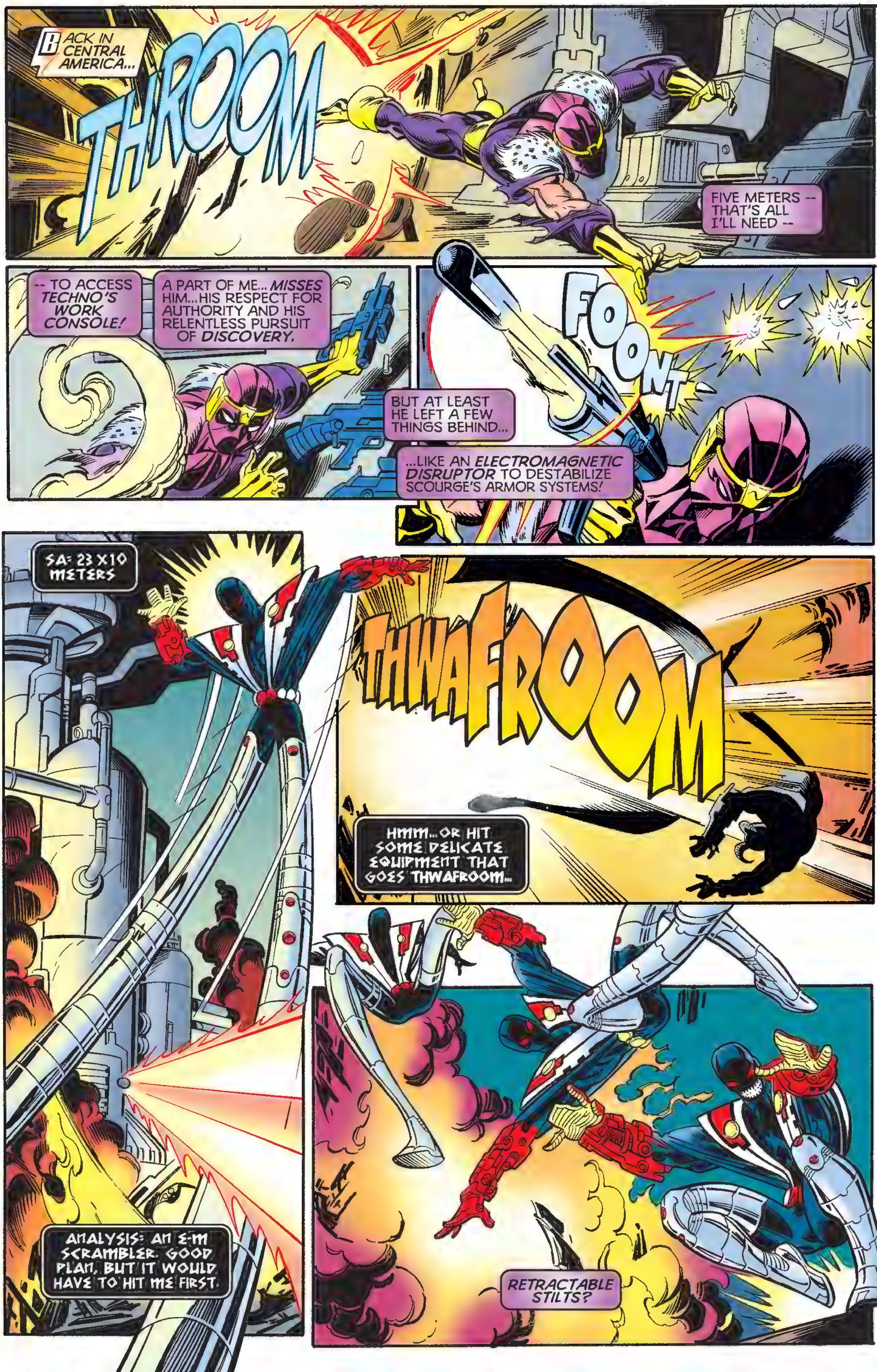

-- WHILE THE ANGER AND FRUSTRATION (AND YES, *FEAR*) ARE STILL RAW ON THE SURFACE...
KRASH
MY FATHER'S CHINA CABINET -- STOCKED WITH *DER FUHRER'S* PERSONAL TABLE SETTING FROM THE *BUNKER!*
YOUR PRECIOUS MEMORIES ARE AN AFFRONT TO HUMANITY!
EVERY ITEM, EVERY REMEMBRANCE, IS TAINTED BY INNOCENT BLOOD!
HE FINALLY TALKS, BUT ONLY TO *GOAD* ME.
FATHER AND MOTHER WOULD HAVE *IGNORED* HIM. WOULD NOT HAVE DEIGNED TO ACKNOWLEDGE AN... *INFERIOR.*
BUT I CAN'T STILL MY TONGUE.
DO I LACK THEIR STRENGTH OF CONVICTION -- OR AM I MERELY A PRODUCT OF MY TIMES?
A ZEMO DOES NOT CONCERN HIMSELF WITH SUCH *TRIVIALITIES!*
WE ARE *SUPERIOR* BY BIRTH AND METTLE!
WE'LL SEE ABOUT THAT...
SA:34/14
FRUSSH

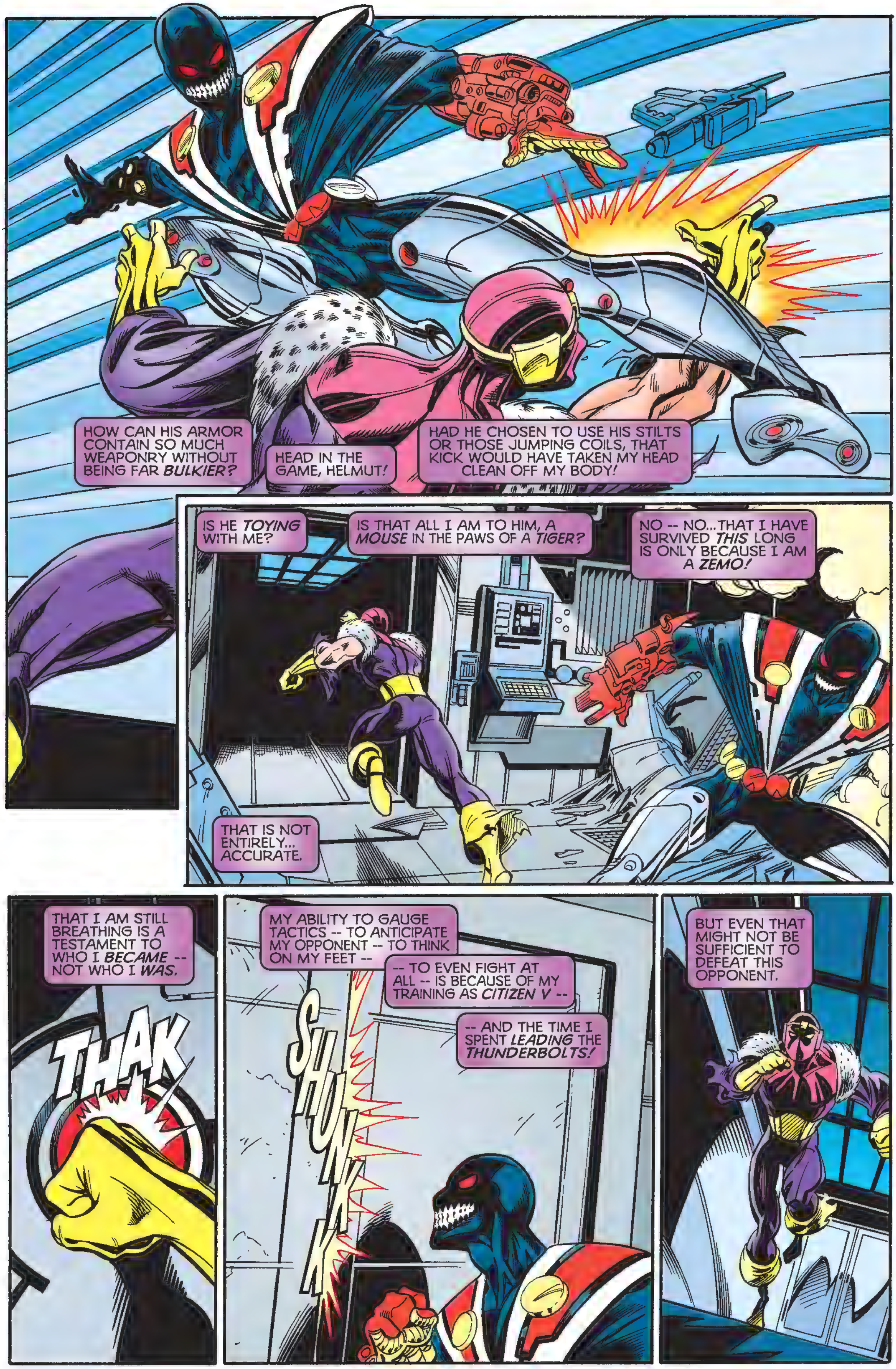

A THERMAL BLAST -- HEAT SEARING MY LUNGS --
-- BUT NOT AIMED AT ME...
NO
TO DISHONOR THEIR MEMORY IN THE HOUSE THEY BUILT...
USING SLAVE LABOR, OF COURSE.
...YOU HAVE NO IDEA WHAT THEIR GREATNESS MEANT...
OH YES, I DO...
NICE TO KNOW EVEN BLUE BLOOD CAN COME TO A BOIL...
SA-39
CLANG
WHERE DID HIS SWORD COME FROM?
NO MATTER --
-- NO ONE CAN BEST ME WITH A RAPIER!
SHAKT
NOW IT'S MORE THAN JUST A CHALLENGE FOR HIM.
NOW IT'S PERSONAL.
GOOD. THAT WAY, IT'LL HURT EVEN MORE, WHEN HE DIES.

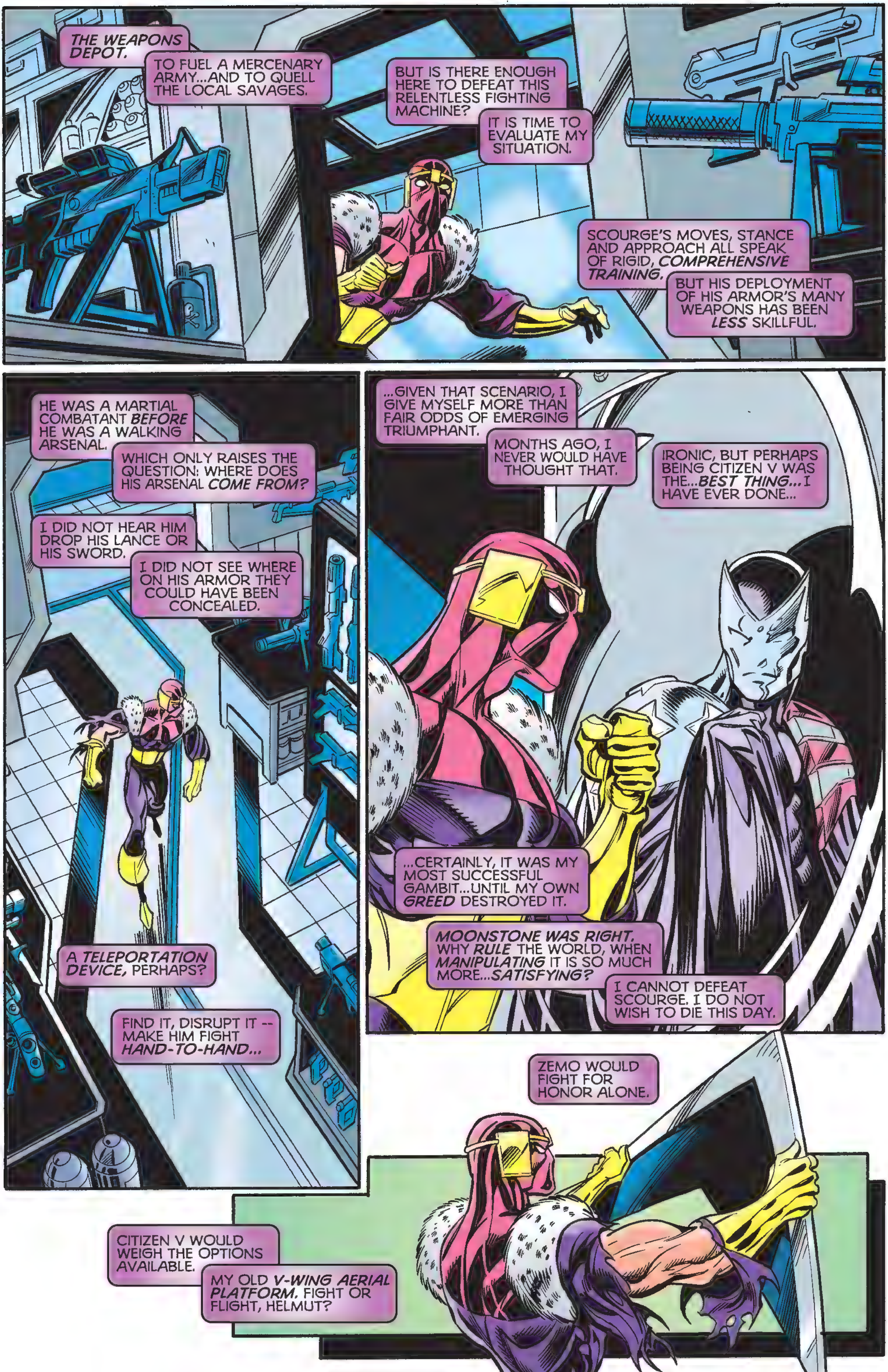

MEANWHILE, A CONTINENT AWAY, IN BOULDER, COLORADO --
-- AT A ROXXON ENERGY RESEARCH FACILITY...
YOUR CLEARANCE IS ACCEPTED, SIR.
REALLY? AFTER ALL YOUR RECENT SECURITY LAPSES, I THOUGHT ALL I'D NEED TO DO IS FLY THROUGH THE ROOF IN ORDER TO GET IT!
MR. HIGGINS WILL MEET YOU AT THE FRONT ENTRANCE, MR. GYRICH.
PETER. WHAT BRINGS YOU HERE FROM WASHINGTON?
DON'T PLAY COY WITH ME, SAM. THE COMMISSION ON SUPERHUMAN ACTIVITIES KNOWS ALL ABOUT ROBERTA HAGGERT, YOUR MURDERED EMPLOYEE!
FIRST THE BEETLE STEALS THE OMEGA-32 AND NOW THIS!
I FEEL WORSE ABOUT IT, PETER -- OUR SECURITY CAMERAS SHOWED THE KILLER USED MY FACE TO KILL BOBBI!
HE HAD SOME KIND OF HOLOGRAPHIC MASK AND HE FIRED A POISONED QUILL-LIKE DART INTO HER NECK.
AND CONSIDERING HAGGERT'S ASSIGNMENT, IT HAD TO INVOLVE THE OMEGA-32.
WELL, THAT'S SPECULATION AT THIS POINT, PETER...
PLEASE!
THE BEETLE BROKE IN HERE DAYS AGO AND STOLE THE EXPERIMENT FOR JUSTIN HAMMER, A BLACK-MARKET MUNITIONS DEALER!
THEN THE WOMAN SPEARHEADING THE DATA PROCESSING ON THE PROJECT IS KILLED!
YOU BELIEVE THAT'S JUST A COINCIDENCE?
WE HAVE HAMMER IN CUSTODY NOW, BUT CONSIDERING HOW HE WAS CAPTURED, I'M SURE HIS LAWYERS WILL HAVE HIM WALKING SOON!

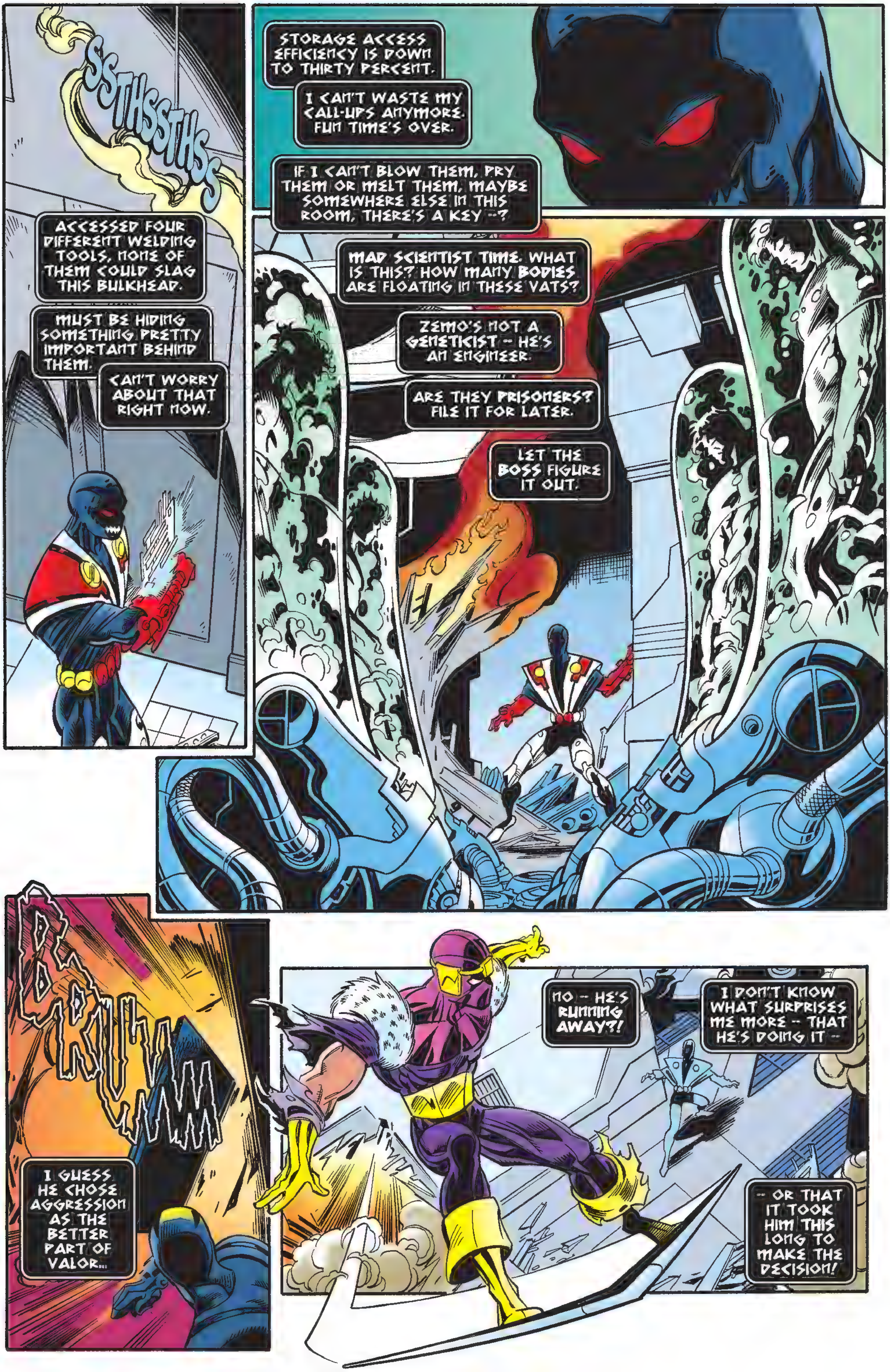

WE ALL KNOW WHY HAMMER WANTED THE OMEGA-32.
AND WE ALL KNOW THAT BASED ON OUR *CONTRACT,* IT SHOULDN'T HAVE EVEN *EXISTED...*
...MUCH LESS BEEN AVAILABLE FOR HIM TO STEAL!
I KNOW, PETER -- BUT MY ***BOSSES*** -- THEY HADN'T EVEN THOUGHT OF APPLYING THE CONTENTS THAT WAY --
-- SO AFTER WE ***COMPLETED*** THE PROJECT FOR YOU, THEY --
OH, I KNOW ***WHY*** ROXXON DID IT, SAM. I UNDERSTAND THE GAME.
THAT BEING SAID, IT'S ***OVER*** AS OF ***NOW. PURGE IT! COMPLETELY!***
AND I'LL DO THE SAME ON ***MY*** END...
MILES AWAY, AT THE ***DOWNSLOPE*** *SPORTS BAR IN* ***BURTON CANYON...***
-- SZZKKRKK -- STATIC FIELD DISRUPTING -- SZTT --
DOWNSLOPE BAR
HEY, ***WILMA*** -- PUNCH THE TV OR SOMETHIN'!
-- FZZTT -- REPORTS FROM THE SURROUNDING REGION --
MAYBE THE CABLE FEED'S LOOSE AGAIN?
NO, IT WAS A NEWS REPORT -- SOMETHIN'S UP NEAR ***MT. CHARTERIS!***
HMM... LEMME SEE...
TAP
CHNK
CRASH
Uhm... WILMA...?
BEEN WORKIN' OUT AGAIN?
OOPS.
THE STAND MUST'VE BEEN LOOSE. BETTER GET A BROOM...

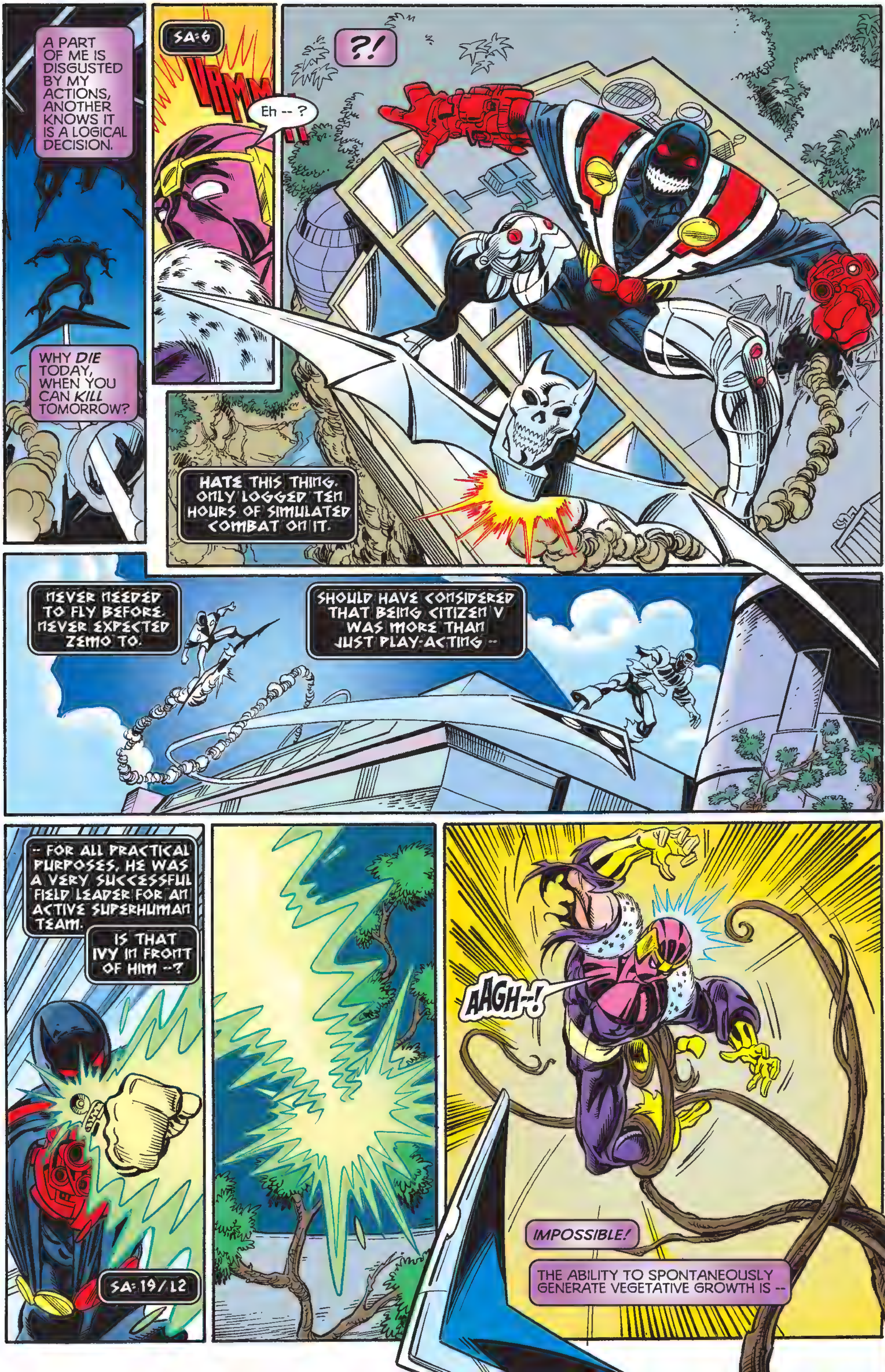

Duh! LET MYSELF GET DISTRACTED, I DIDN'T EVEN CONTROL MY *SUPER STRENGTH!*
AN *ELECTROMAGNETIC DISRUPTION* AROUND MT. CHARTERIS MUST MEAN THE THUNDERBOLTS ARE INVOLVED...
...MAYBE THEY'RE IN TROUBLE...
...THEY MIGHT NEED *HELP.*
I KNOW *ERIK JOSTEN* IS REALLY *ATLAS* -- I DON'T WANT HIM GETTING HURT...
...HE'S TOO GOOD A *TIPPER!*
BUT IT'S *MORE* THAN THAT AND YOU KNOW IT, WILMA.
MY *MAN-KILLER* OUTFIT. I HAVEN'T WORN IT IN WEEKS.
EVER SINCE THE *MASTERS OF EVIL* GOT OUR BUTTS HANDED TO US BY THE T-BOLTS!
I MIGHT BE ABLE TO HELP THEM OUT... BUT THEY'D NEVER GIVE ME A CHANCE TO *REDEEM* MYSELF...
...WOULD THEY?

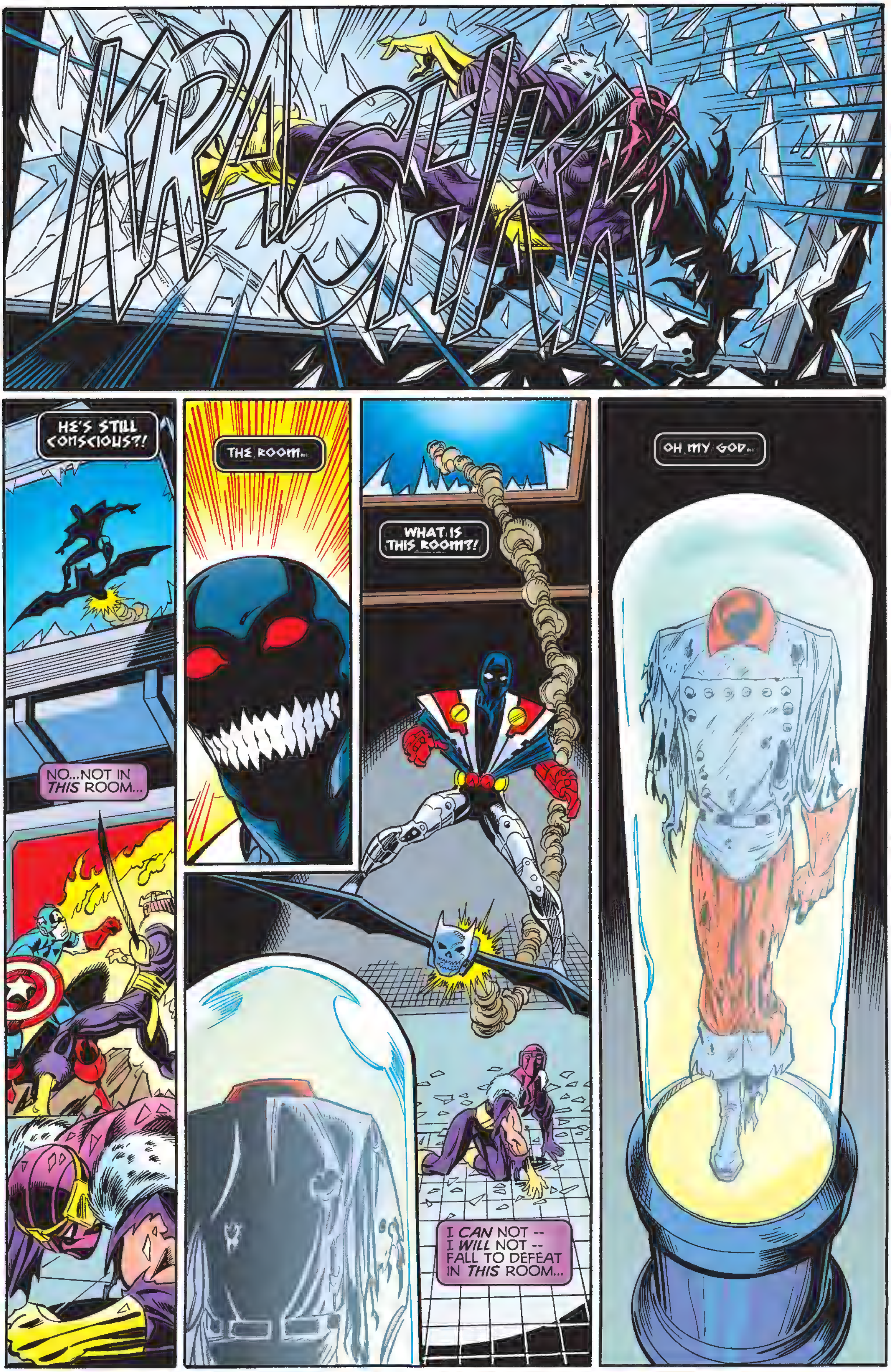

BACK IN CENTRAL AMERICA...
THROOM
FIVE METERS -- THAT'S ALL I'LL NEED --
-- TO ACCESS *TECHNO'S WORK CONSOLE!*
A PART OF ME... *MISSES* HIM... HIS RESPECT FOR AUTHORITY AND HIS RELENTLESS PURSUIT OF *DISCOVERY.*
FOOONT
BUT AT LEAST HE LEFT A FEW THINGS BEHIND...
...LIKE AN *ELECTROMAGNETIC DISRUPTOR* TO DESTABILIZE SCOURGE'S ARMOR SYSTEMS!
SA: 23 X 10 METERS
ANALYSIS: AN E-M SCRAMBLER. GOOD PLAN, BUT IT WOULD HAVE TO HIT ME FIRST.
THWAFROOM
HMMM... OR HIT SOME DELICATE EQUIPMENT THAT GOES THWAFROOM...
RETRACTABLE STILTS?

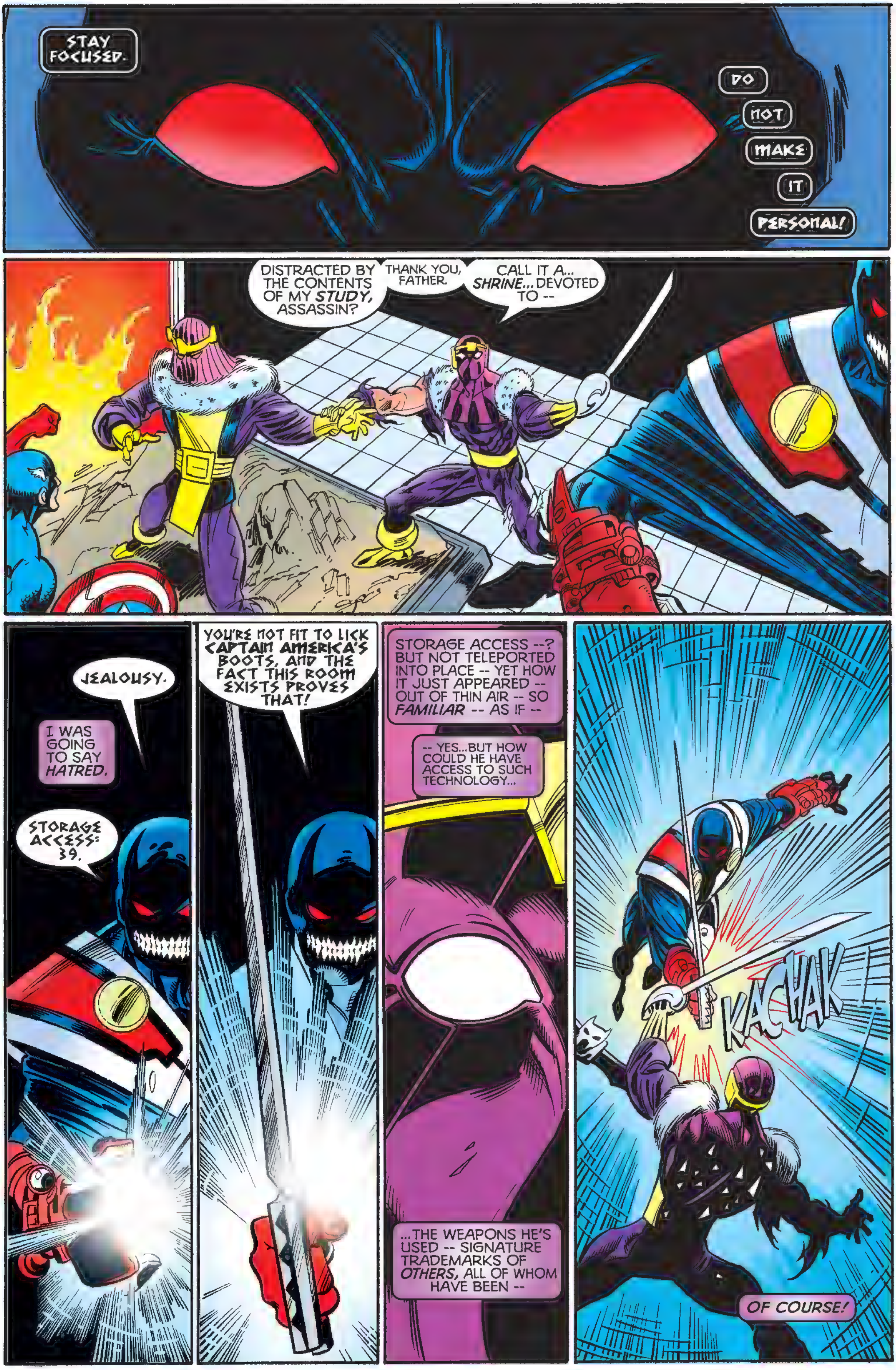

HOW CAN HIS ARMOR CONTAIN SO MUCH WEAPONRY WITHOUT BEING FAR *BULKIER?*
HEAD IN THE GAME, HELMUT!
HAD HE CHOSEN TO USE HIS STILTS OR THOSE JUMPING COILS, THAT KICK WOULD HAVE TAKEN MY HEAD CLEAN OFF MY BODY!
IS HE *TOYING* WITH ME?
IS THAT ALL I AM TO HIM, A *MOUSE* IN THE PAWS OF A *TIGER?*
NO -- NO...THAT I HAVE SURVIVED *THIS* LONG IS ONLY BECAUSE I AM A *ZEMO!*
THAT IS NOT ENTIRELY... ACCURATE.
THAT I AM STILL BREATHING IS A TESTAMENT TO WHO I *BECAME* -- NOT WHO I *WAS.*
THAK
MY ABILITY TO GAUGE TACTICS -- TO ANTICIPATE MY OPPONENT -- TO THINK ON MY FEET --
-- TO EVEN FIGHT AT ALL -- IS BECAUSE OF MY TRAINING AS *CITIZEN V* --
-- AND THE TIME I SPENT *LEADING* THE *THUNDERBOLTS!*
SHUNKK
BUT EVEN THAT MIGHT NOT BE SUFFICIENT TO DEFEAT THIS OPPONENT.

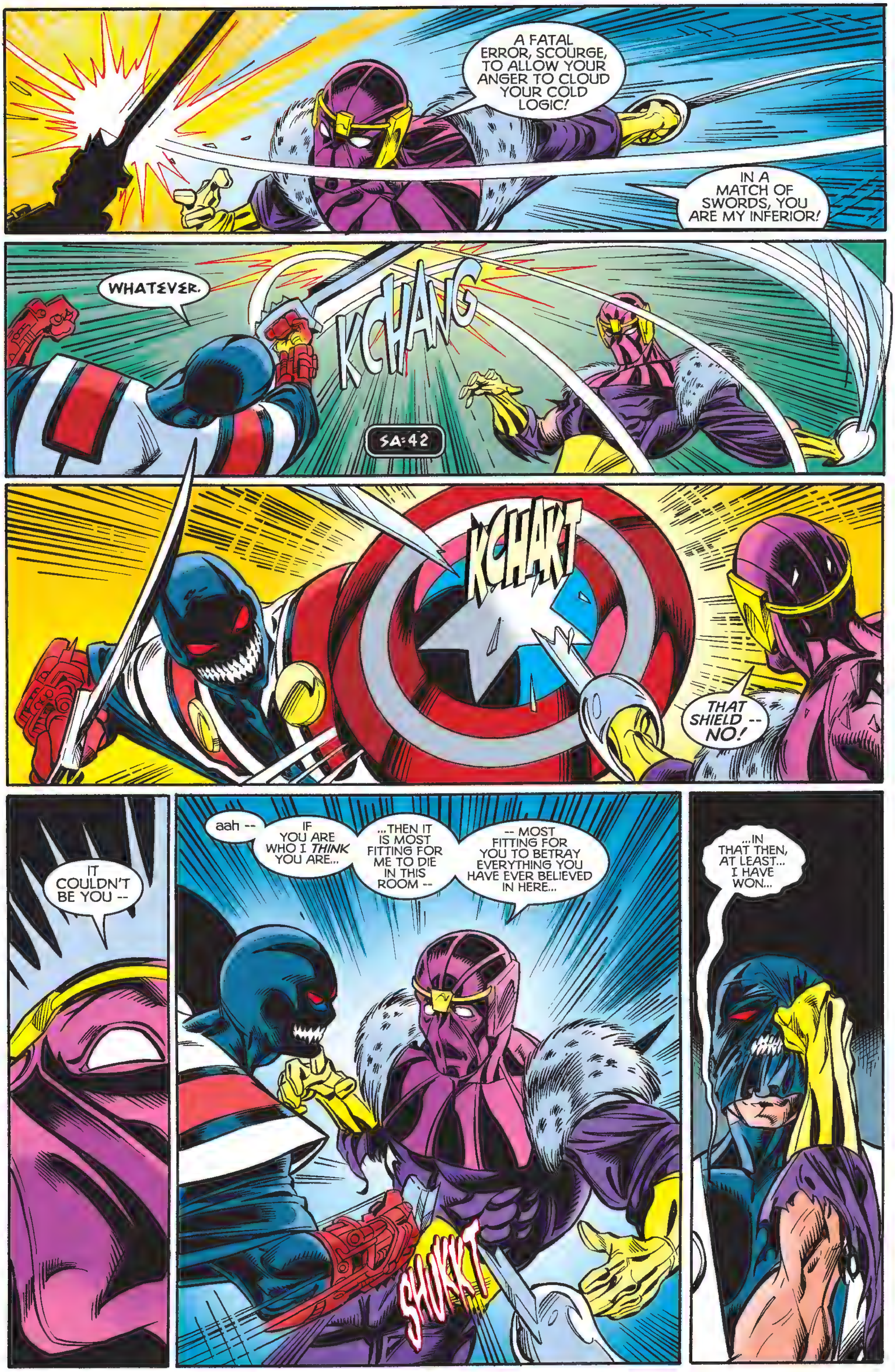

THE WEAPONS DEPOT.
TO FUEL A MERCENARY ARMY...AND TO QUELL THE LOCAL SAVAGES.
BUT IS THERE ENOUGH HERE TO DEFEAT THIS RELENTLESS FIGHTING MACHINE?
IT IS TIME TO EVALUATE MY SITUATION.
SCOURGE'S MOVES, STANCE AND APPROACH ALL SPEAK OF RIGID, COMPREHENSIVE TRAINING.
BUT HIS DEPLOYMENT OF HIS ARMOR'S MANY WEAPONS HAS BEEN LESS SKILLFUL.
HE WAS A MARTIAL COMBATANT BEFORE HE WAS A WALKING ARSENAL.
WHICH ONLY RAISES THE QUESTION: WHERE DOES HIS ARSENAL COME FROM?
I DID NOT HEAR HIM DROP HIS LANCE OR HIS SWORD.
I DID NOT SEE WHERE ON HIS ARMOR THEY COULD HAVE BEEN CONCEALED.
A TELEPORTATION DEVICE, PERHAPS?
FIND IT, DISRUPT IT -- MAKE HIM FIGHT HAND-TO-HAND...
...GIVEN THAT SCENARIO, I GIVE MYSELF MORE THAN FAIR ODDS OF EMERGING TRIUMPHANT.
MONTHS AGO, I NEVER WOULD HAVE THOUGHT THAT.
IRONIC, BUT PERHAPS BEING CITIZEN V WAS THE...BEST THING...I HAVE EVER DONE...
...CERTAINLY, IT WAS MY MOST SUCCESSFUL GAMBIT...UNTIL MY OWN GREED DESTROYED IT.
MOONSTONE WAS RIGHT. WHY RULE THE WORLD, WHEN MANIPULATING IT IS SO MUCH MORE...SATISFYING?
I CANNOT DEFEAT SCOURGE. I DO NOT WISH TO DIE THIS DAY.
ZEMO WOULD FIGHT FOR HONOR ALONE.
CITIZEN V WOULD WEIGH THE OPTIONS AVAILABLE.
MY OLD V-WING AERIAL PLATFORM. FIGHT OR FLIGHT, HELMUT?

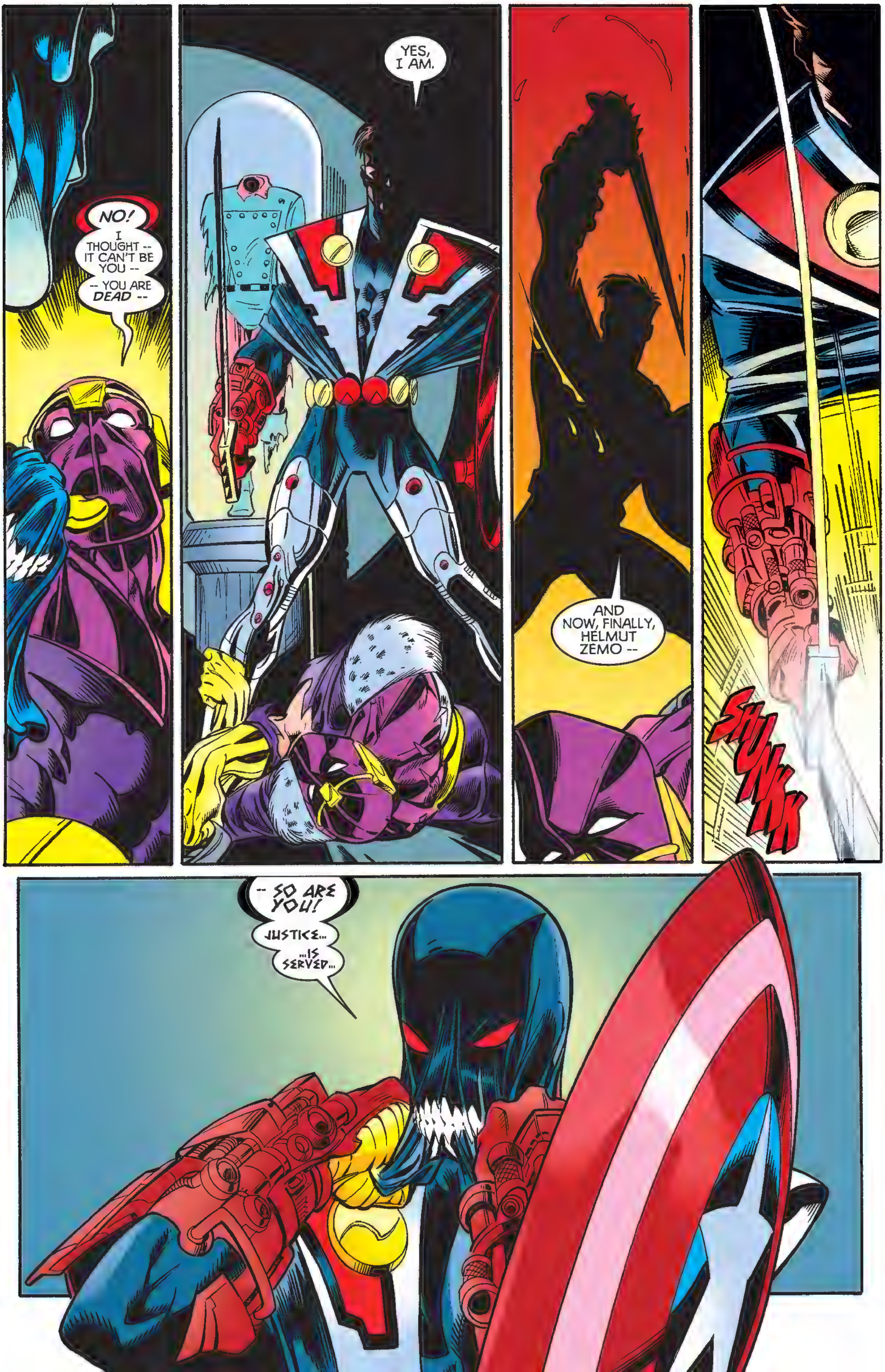

SSTHSSTHSS
ACCESSED FOUR DIFFERENT WELDING TOOLS, NONE OF THEM COULD SLAG THIS BULKHEAD.
MUST BE HIDING SOMETHING PRETTY IMPORTANT BEHIND THEM.
CAN'T WORRY ABOUT THAT RIGHT NOW.
STORAGE ACCESS EFFICIENCY IS DOWN TO THIRTY PERCENT.
I CAN'T WASTE MY CALL-UPS ANYMORE. FUN TIME'S OVER.
IF I CAN'T BLOW THEM, PRY THEM OR MELT THEM, MAYBE SOMEWHERE ELSE IN THIS ROOM, THERE'S A KEY --?
MAD SCIENTIST TIME. WHAT IS THIS? HOW MANY BODIES ARE FLOATING IN THESE VATS?
ZEMO'S NOT A GENETICIST -- HE'S AN ENGINEER.
ARE THEY PRISONERS? FILE IT FOR LATER.
LET THE BOSS FIGURE IT OUT.
BLRUMM
I GUESS HE CHOSE AGGRESSION AS THE BETTER PART OF VALOR...
NO -- HE'S RUNNING AWAY?!
I DON'T KNOW WHAT SURPRISES ME MORE -- THAT HE'S DOING IT --
-- OR THAT IT TOOK HIM THIS LONG TO MAKE THE DECISION!

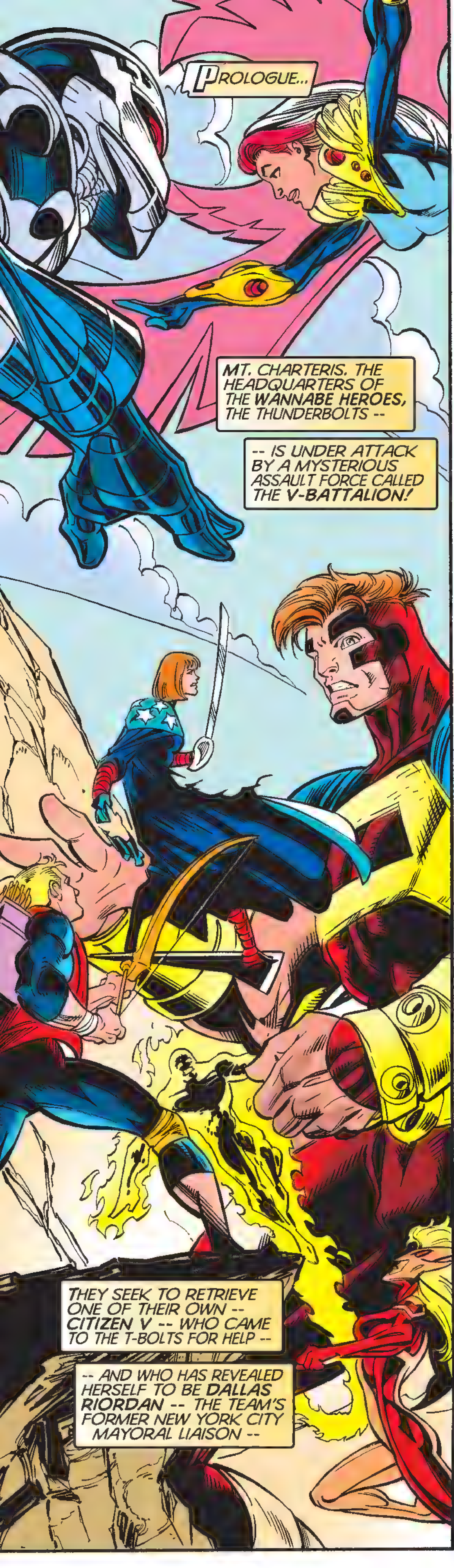

A PART OF ME IS DISGUSTED BY MY ACTIONS, ANOTHER KNOWS IT IS A LOGICAL DECISION.
WHY *DIE* TODAY, WHEN YOU CAN *KILL* TOMORROW?
SA:6
VRMMM
Eh -- ?
?!
HATE THIS THING. ONLY LOGGED TEN HOURS OF SIMULATED COMBAT ON IT.
NEVER NEEDED TO FLY BEFORE. NEVER EXPECTED ZEMO TO.
SHOULD HAVE CONSIDERED THAT BEING CITIZEN V WAS MORE THAN JUST PLAY-ACTING --
-- FOR ALL PRACTICAL PURPOSES, HE WAS A VERY SUCCESSFUL FIELD LEADER FOR AN ACTIVE SUPERHUMAN TEAM.
IS THAT IVY IN FRONT OF HIM --?
SA:19/12
AAGH--!
IMPOSSIBLE!
THE ABILITY TO SPONTANEOUSLY GENERATE VEGETATIVE GROWTH IS --

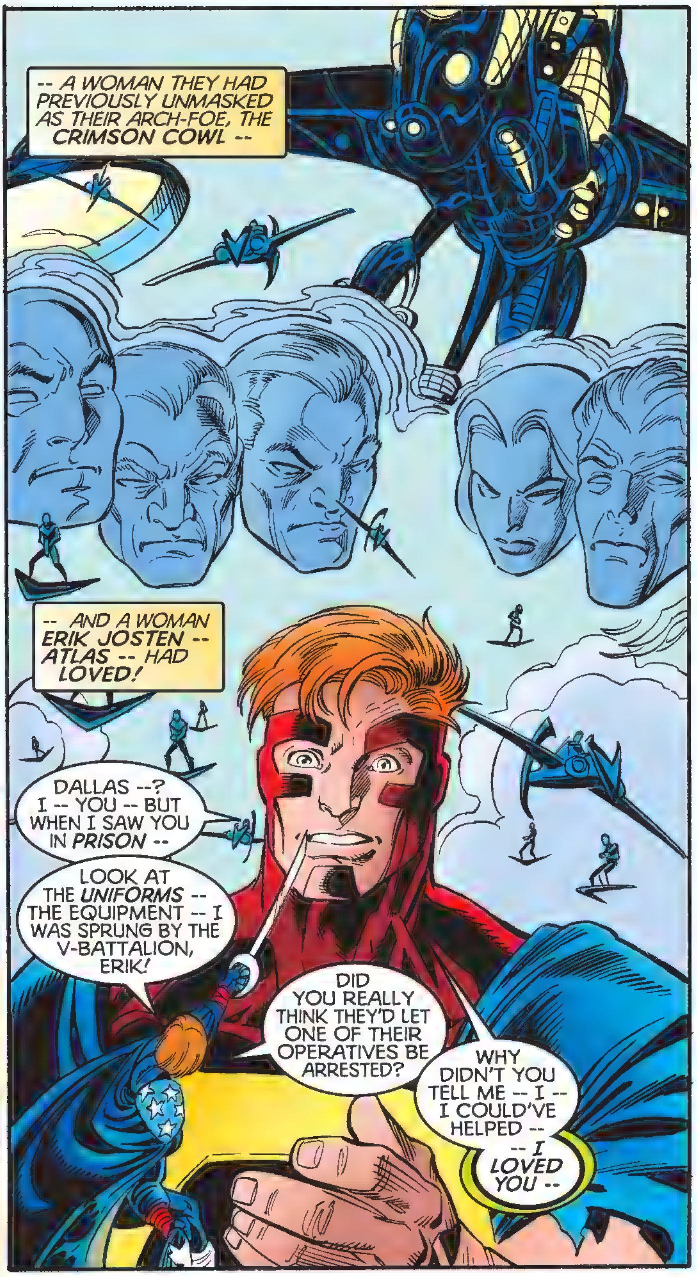

KRASHHH
HE'S STILL CONSCIOUS?!
NO...NOT IN *THIS* ROOM...
THE ROOM...
WHAT IS THIS ROOM?!
I *CAN* NOT -- I *WILL* NOT -- FALL TO DEFEAT IN *THIS* ROOM...
OH MY GOD...

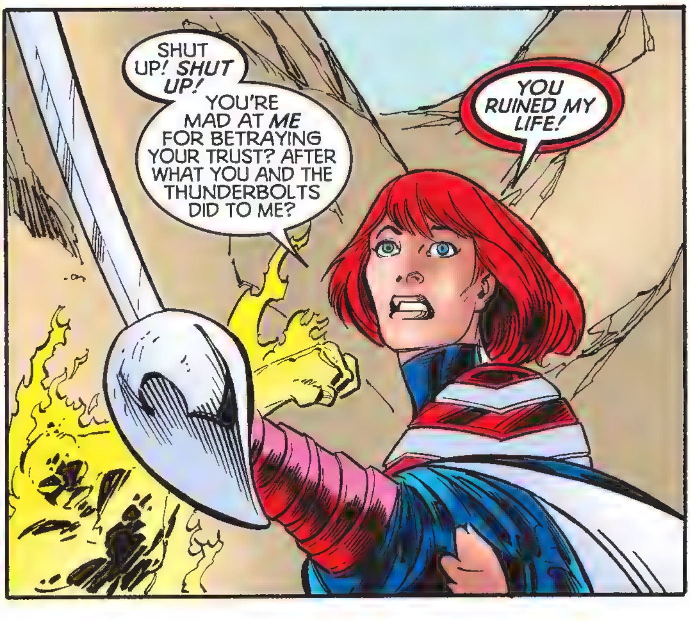

STAY FOCUSED.
DO NOT MAKE IT PERSONAL!
DISTRACTED BY THE CONTENTS OF MY *STUDY,* ASSASSIN?
THANK YOU, FATHER.
CALL IT A... *SHRINE...* DEVOTED TO --
JEALOUSY.
I WAS GOING TO SAY *HATRED.*
STORAGE ACCESS: 39.
YOU'RE NOT FIT TO LICK CAPTAIN AMERICA'S BOOTS, AND THE FACT THIS ROOM EXISTS PROVES THAT!
STORAGE ACCESS --? BUT NOT TELEPORTED INTO PLACE -- YET HOW IT JUST APPEARED -- OUT OF THIN AIR -- SO *FAMILIAR* -- AS IF --
-- YES...BUT HOW COULD HE HAVE ACCESS TO SUCH TECHNOLOGY...
...THE WEAPONS HE'S USED -- SIGNATURE TRADEMARKS OF *OTHERS,* ALL OF WHOM HAVE BEEN --
KACHAK
OF COURSE!

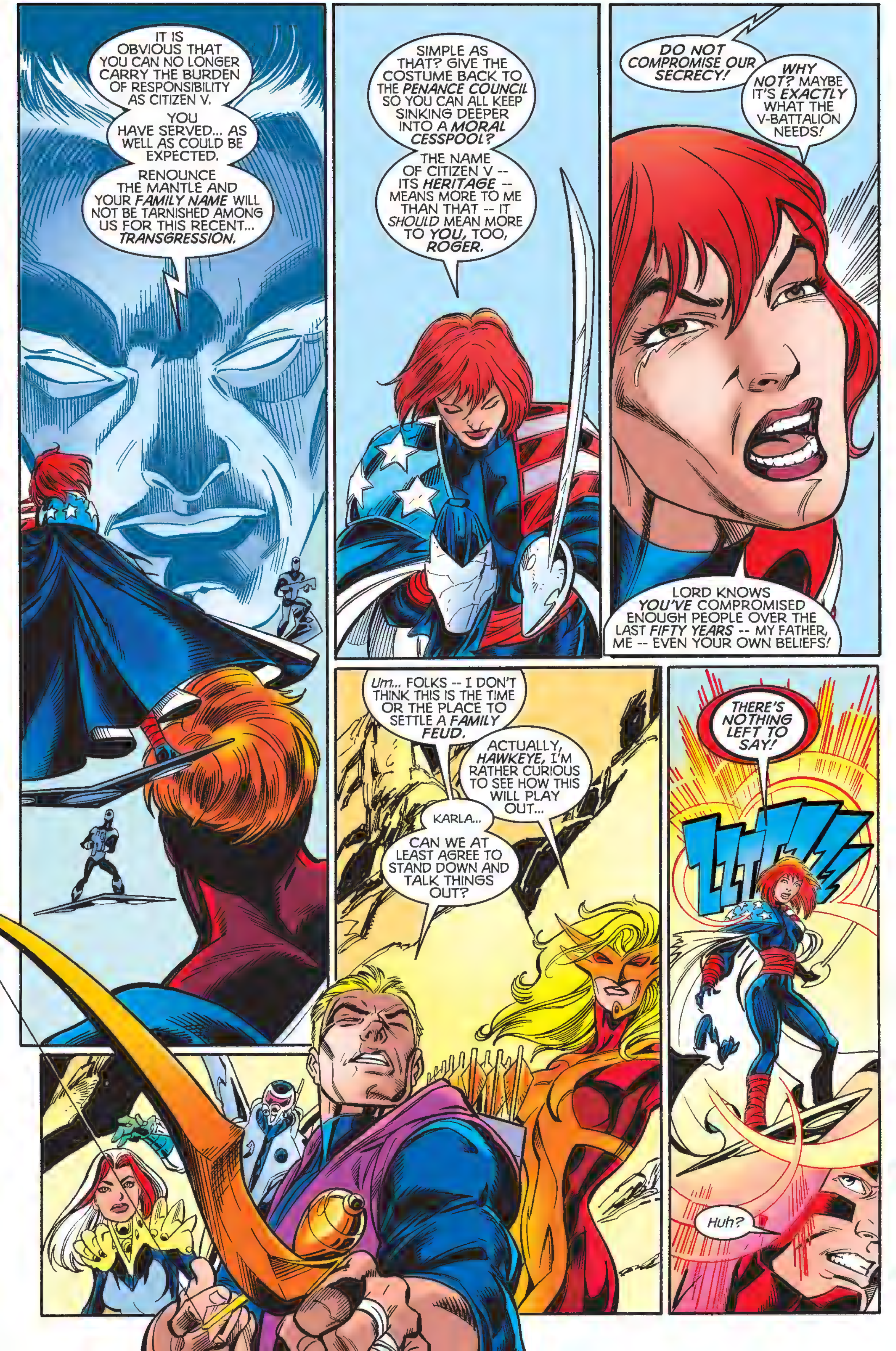

A FATAL ERROR, SCOURGE, TO ALLOW YOUR ANGER TO CLOUD YOUR COLD LOGIC!
IN A MATCH OF SWORDS, YOU ARE MY INFERIOR!
WHATEVER.
KCHANG
SA-42
KCHART
THAT SHIELD -- NO!
IT COULDN'T BE YOU --
aah --
IF YOU ARE WHO I *THINK* YOU ARE...
...THEN IT IS MOST FITTING FOR ME TO DIE IN THIS ROOM --
-- MOST FITTING FOR YOU TO BETRAY EVERYTHING YOU HAVE EVER BELIEVED IN HERE...
SHUKKT
...IN THAT THEN, AT LEAST... I HAVE WON...

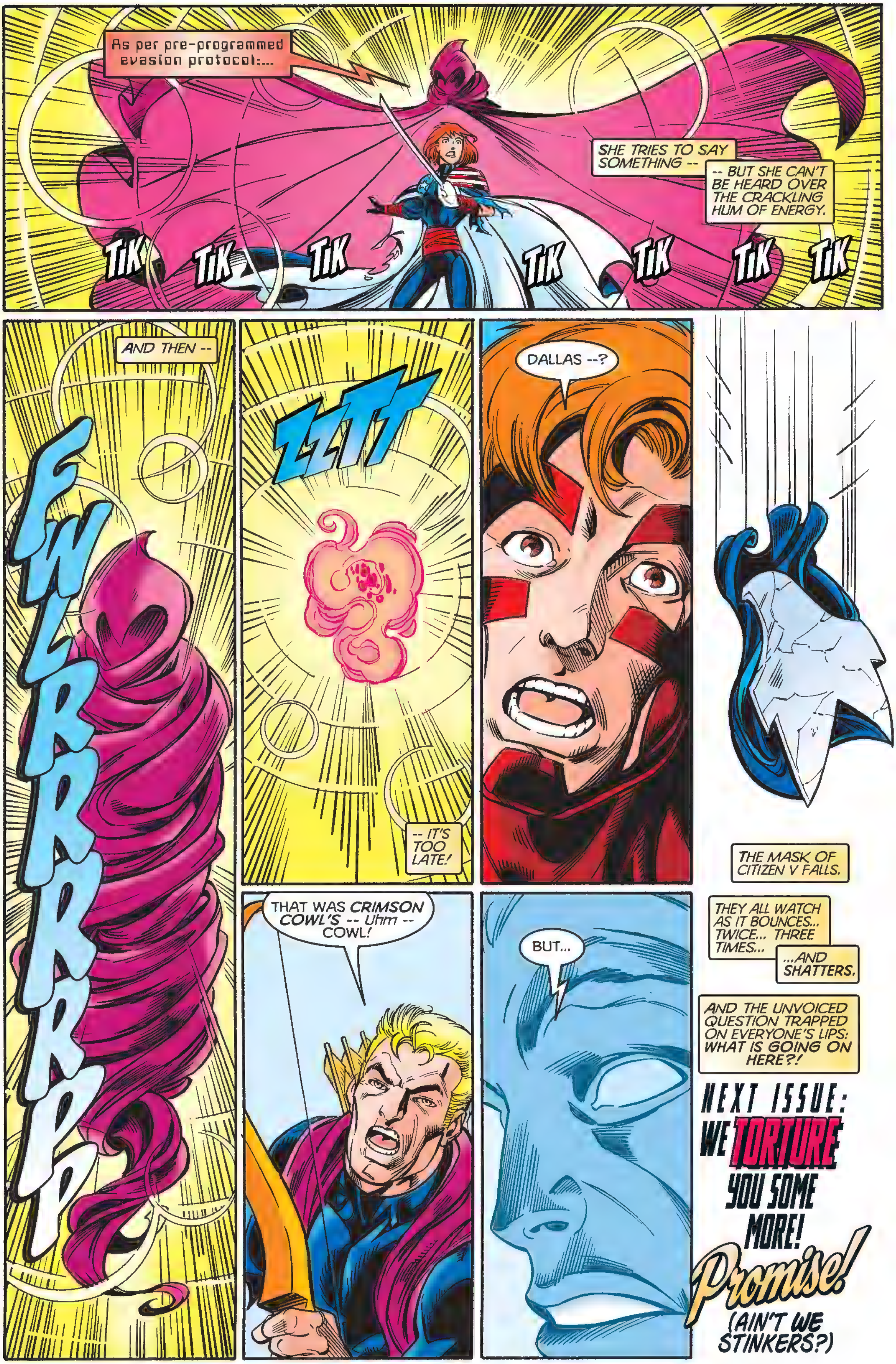

NO! I THOUGHT -- IT CAN'T BE YOU --
-- YOU ARE *DEAD* --
YES, I AM.
AND NOW, FINALLY, HELMUT ZEMO --
SHUNKK
-- SO ARE YOU!
JUSTICE...
...IS SERVED...


PROLOGUE...
MT. CHARTERIS. THE HEADQUARTERS OF THE WANNABE HEROES, THE THUNDERBOLTS --
-- IS UNDER ATTACK BY A MYSTERIOUS ASSAULT FORCE CALLED THE V-BATTALION!
THEY SEEK TO RETRIEVE ONE OF THEIR OWN -- CITIZEN V -- WHO CAME TO THE T-BOLTS FOR HELP --
-- AND WHO HAS REVEALED HERSELF TO BE DALLAS RIORDAN -- THE TEAM'S FORMER NEW YORK CITY MAYORAL LIAISON --


-- A WOMAN THEY HAD PREVIOUSLY UNMASKED AS THEIR ARCH-FOE, THE CRIMSON COWL --
-- AND A WOMAN ERIK JOSTEN -- ATLAS -- HAD LOVED!
DALLAS --? I -- YOU -- BUT WHEN I SAW YOU IN PRISON --
LOOK AT THE UNIFORMS -- THE EQUIPMENT -- I WAS SPRUNG BY THE V-BATTALION, ERIK!
DID YOU REALLY THINK THEY'D LET ONE OF THEIR OPERATIVES BE ARRESTED?
WHY DIDN'T YOU TELL ME -- I -- I COULD'VE HELPED --
-- I LOVED YOU --


SHUT UP! SHUT UP! YOU'RE MAD AT ME FOR BETRAYING YOUR TRUST? AFTER WHAT YOU AND THE THUNDERBOLTS DID TO ME?
YOU RUINED MY LIFE!


IT IS OBVIOUS THAT YOU CAN NO LONGER CARRY THE BURDEN OF RESPONSIBILITY AS CITIZEN V.
YOU HAVE SERVED... AS WELL AS COULD BE EXPECTED.
RENOUNCE THE MANTLE AND YOUR *FAMILY NAME* WILL NOT BE TARNISHED AMONG US FOR THIS RECENT... *TRANSGRESSION.*
SIMPLE AS THAT? GIVE THE COSTUME BACK TO THE *PENANCE COUNCIL* SO YOU CAN ALL KEEP SINKING DEEPER INTO A *MORAL CESSPOOL?*
THE NAME OF CITIZEN V -- ITS *HERITAGE* -- MEANS MORE TO ME THAN THAT -- IT *SHOULD* MEAN MORE TO *YOU,* TOO, *ROGER.*
DO NOT COMPROMISE OUR SECRECY!
WHY NOT? MAYBE IT'S *EXACTLY* WHAT THE V-BATTALION NEEDS!
LORD KNOWS *YOU'VE* COMPROMISED ENOUGH PEOPLE OVER THE LAST *FIFTY YEARS* -- MY FATHER, ME -- EVEN YOUR OWN BELIEFS!
Um... FOLKS -- I DON'T THINK THIS IS THE TIME OR THE PLACE TO SETTLE A *FAMILY FEUD.*
ACTUALLY, *HAWKEYE,* I'M RATHER CURIOUS TO SEE HOW THIS WILL PLAY OUT...
KARLA...
CAN WE AT LEAST AGREE TO STAND DOWN AND TALK THINGS OUT?
THERE'S NOTHING LEFT TO SAY!
ZZTTT
Huh?


As per pre-programmed evasion protocol:...
SHE TRIES TO SAY SOMETHING --
-- BUT SHE CAN'T BE HEARD OVER THE CRACKLING HUM OF ENERGY.
TIK TIK TIK TIK TIK TIK TIK
AND THEN --
FWLRRRRRPP
ZZTT
-- IT'S TOO LATE!
DALLAS --?
THE MASK OF CITIZEN V FALLS.
THAT WAS CRIMSON COWL'S -- Uhm -- COWL!
BUT...
THEY ALL WATCH AS IT BOUNCES... TWICE... THREE TIMES...
...AND SHATTERS.
AND THE UNVOICED QUESTION TRAPPED ON EVERYONE'S LIPS: WHAT IS GOING ON HERE?!
NEXT ISSUE: WE TORTURE YOU SOME MORE! Promise!
(AIN'T WE STINKERS?)

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HANNA
DON'T MESS WITH THE SANDMAN!
Bagley-Hanna
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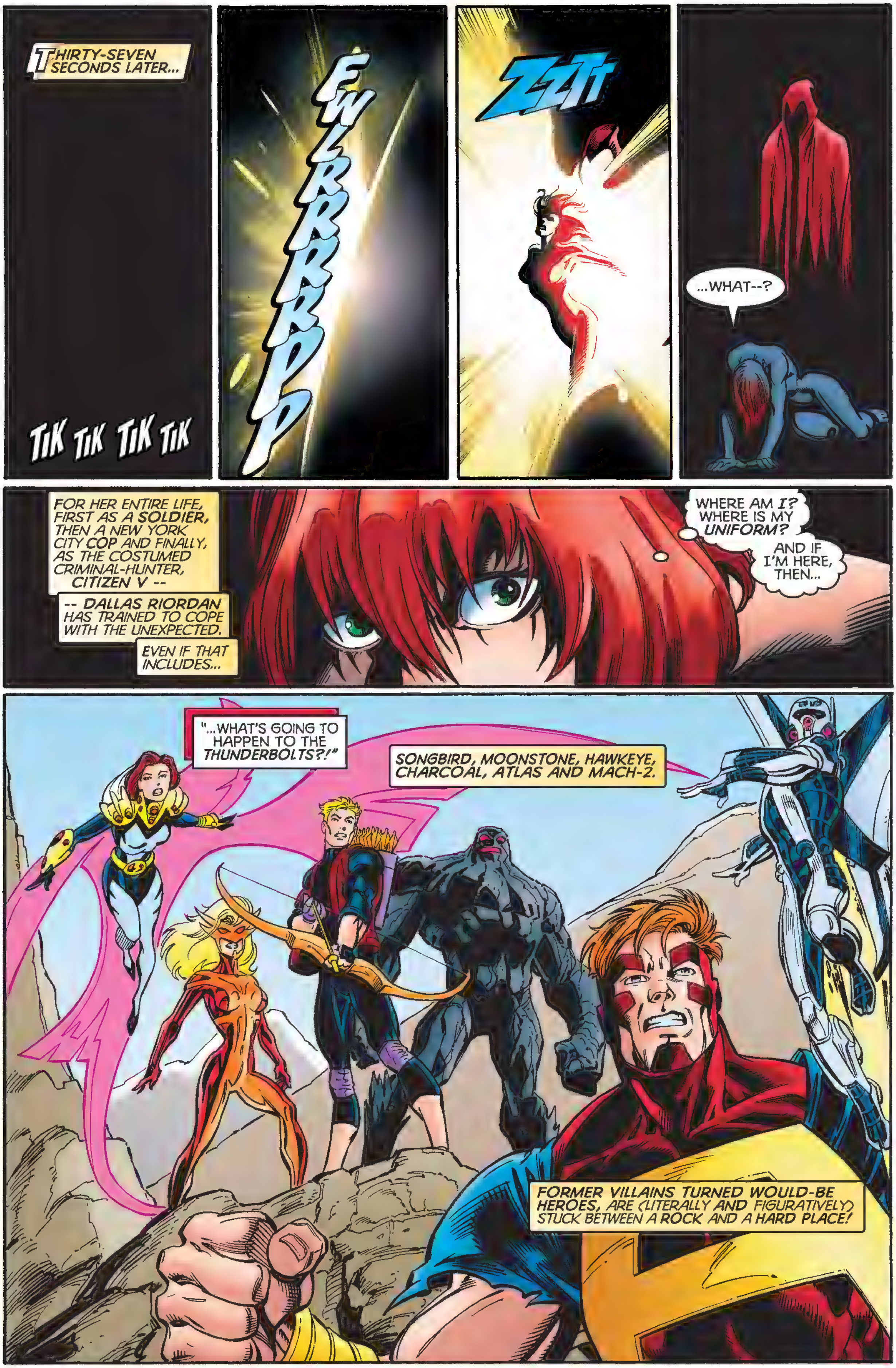
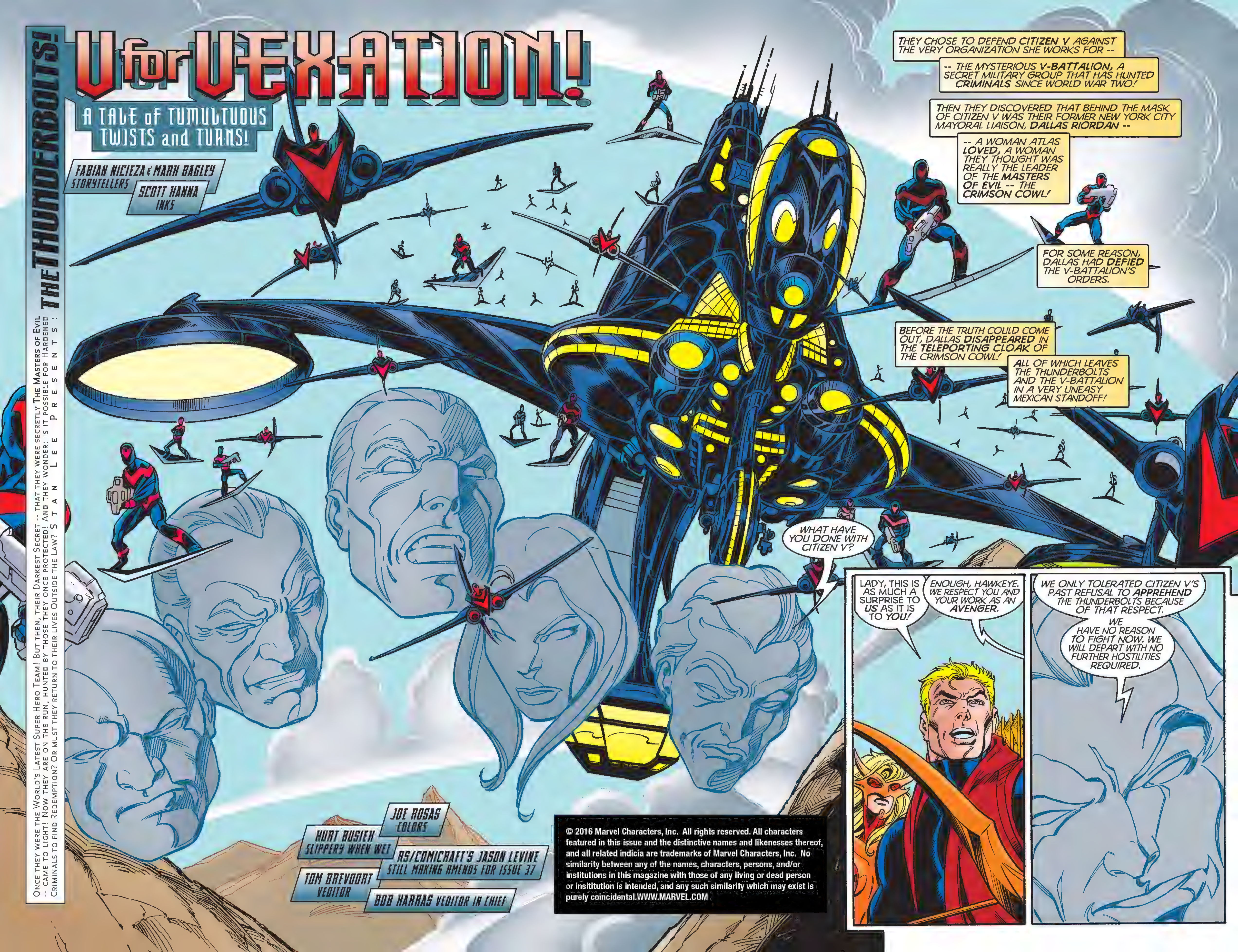

THIRTY-SEVEN SECONDS LATER...
TIK TIK TIK TIK
FWRRRRRRRPP
ZZTT
...WHAT--?
FOR HER ENTIRE LIFE, FIRST AS A SOLDIER, THEN A NEW YORK CITY COP AND FINALLY, AS THE COSTUMED CRIMINAL-HUNTER, CITIZEN V --
-- DALLAS RIORDAN HAS TRAINED TO COPE WITH THE UNEXPECTED.
EVEN IF THAT INCLUDES...
WHERE AM I? WHERE IS MY UNIFORM?
AND IF I'M HERE, THEN...
"...WHAT'S GOING TO HAPPEN TO THE THUNDERBOLTS?!"
SONGBIRD, MOONSTONE, HAWKEYE, CHARCOAL, ATLAS AND MACH-2.
FORMER VILLAINS TURNED WOULD-BE HEROES, ARE (LITERALLY AND FIGURATIVELY) STUCK BETWEEN A ROCK AND A HARD PLACE!

ONCE THEY WERE THE WORLD'S LATEST SUPER HERO TEAM! BUT THEN, THEIR DARKEST SECRET -- THAT THEY WERE SECRETLY THE MASTERS OF EVIL -- CAME TO LIGHT! NOW THEY ARE ON THE RUN, HUNTED BY THOSE THEY ONCE PROTECTED! AND THEY WONDER: IS IT POSSIBLE FOR HARDENED CRIMINALS TO FIND REDEMPTION? OR MUST THEY RETURN TO THEIR LIVES OUTSIDE THE LAW? STAN LEE PRESENTS: THE THUNDERBOLTS!

V for V-EXATION!

A TALE of TUMULTUOUS TWISTS and TURNS!

FABIAN NICIEZA & MARK BAGLEY STORYTELLERS
SCOTT HANNA INKS
JOE ROSAS COLORS
KURT BUSIEK SLIPPERY WHEN WET
RS/COMICRAFT'S JASON LEVINE STILL MAKING AMENDS FOR ISSUE 37
TOM BREVOORT VEDITOR
BOB HARRAS VEDITOR IN CHIEF


THEY CHOSE TO DEFEND CITIZEN V AGAINST THE VERY ORGANIZATION SHE WORKS FOR --
-- THE MYSTERIOUS V-BATTALION, A SECRET MILITARY GROUP THAT HAS HUNTED CRIMINALS SINCE WORLD WAR TWO!
THEN THEY DISCOVERED THAT BEHIND THE MASK OF CITIZEN V WAS THEIR FORMER NEW YORK CITY MAYORAL LIAISON, DALLAS RIORDAN --
-- A WOMAN ATLAS LOVED, A WOMAN THEY THOUGHT WAS REALLY THE LEADER OF THE MASTERS OF EVIL -- THE CRIMSON COWL!
FOR SOME REASON, DALLAS HAD DEFIED THE V-BATTALION'S ORDERS.
BEFORE THE TRUTH COULD COME OUT, DALLAS DISAPPEARED IN THE TELEPORTING CLOAK OF THE CRIMSON COWL!
ALL OF WHICH LEAVES THE THUNDERBOLTS AND THE V-BATTALION IN A VERY UNEASY MEXICAN STANDOFF!
WHAT HAVE YOU DONE WITH CITIZEN V?
LADY, THIS IS AS MUCH A SURPRISE TO US AS IT IS TO YOU!
ENOUGH, HAWKEYE. WE RESPECT YOU AND YOUR WORK AS AN AVENGER.
WE ONLY TOLERATED CITIZEN V'S PAST REFUSAL TO APPREHEND THE THUNDERBOLTS BECAUSE OF THAT RESPECT.
WE HAVE NO REASON TO FIGHT NOW. WE WILL DEPART WITH NO FURTHER HOSTILITIES REQUIRED.

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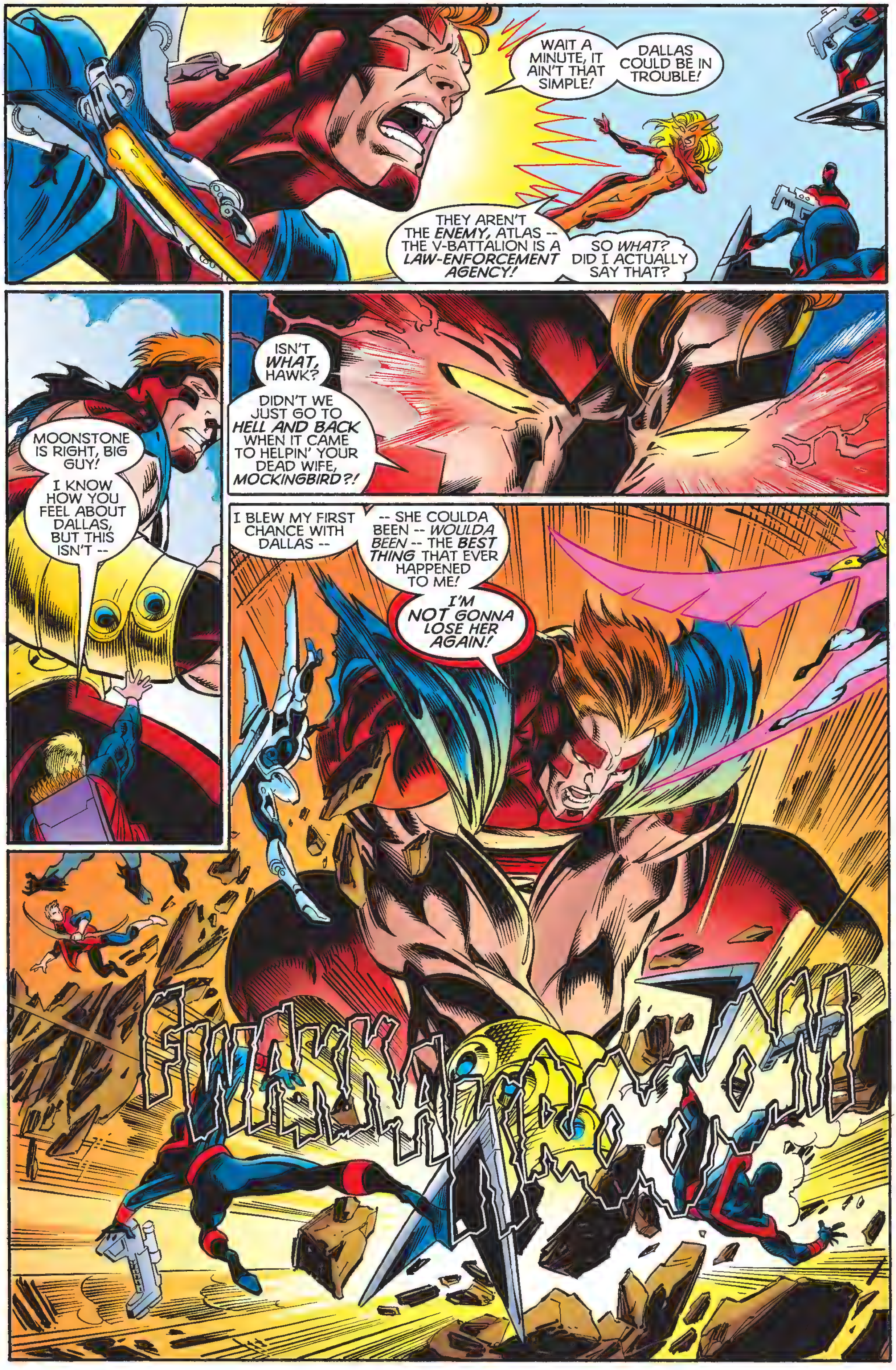
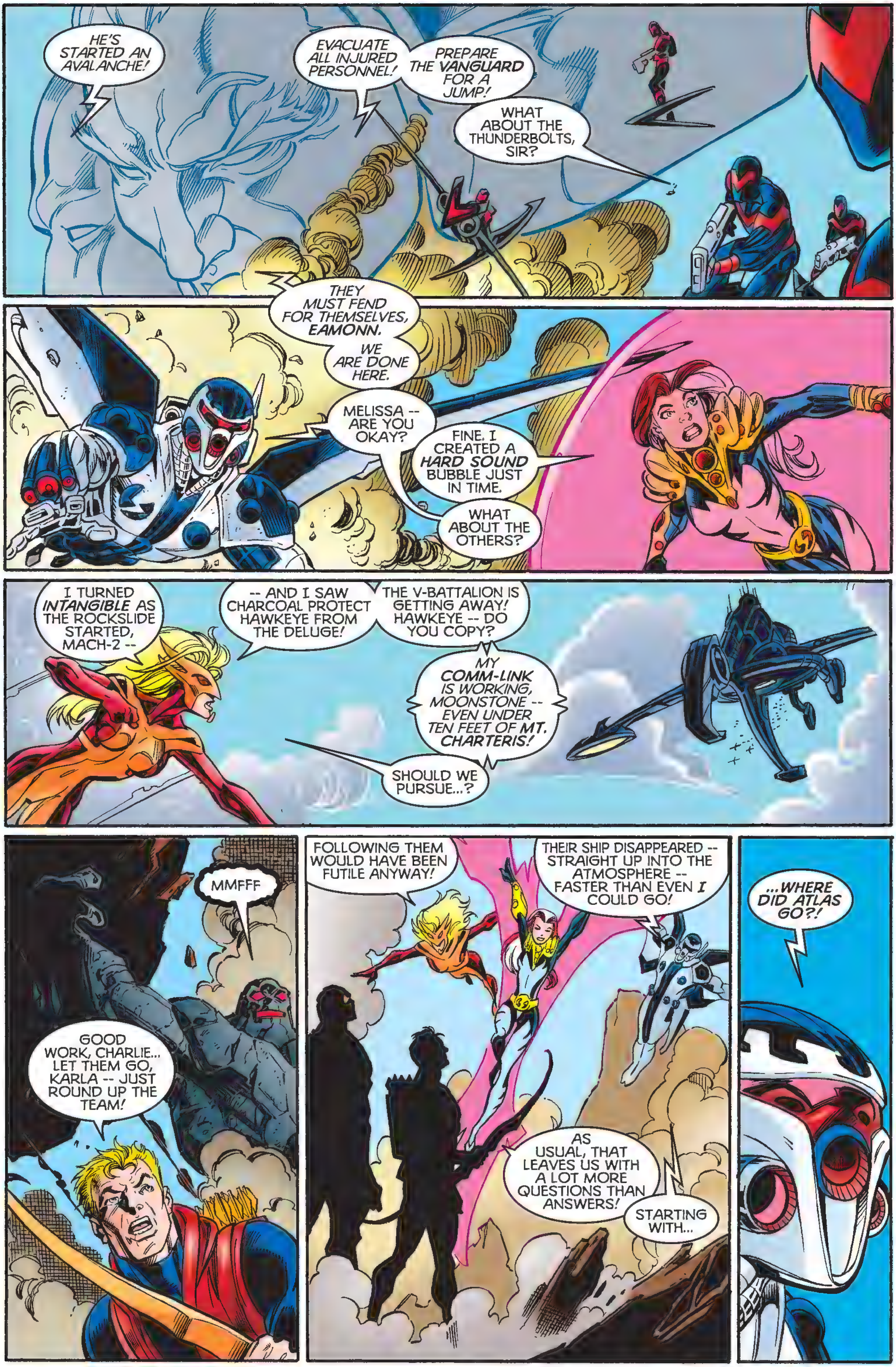
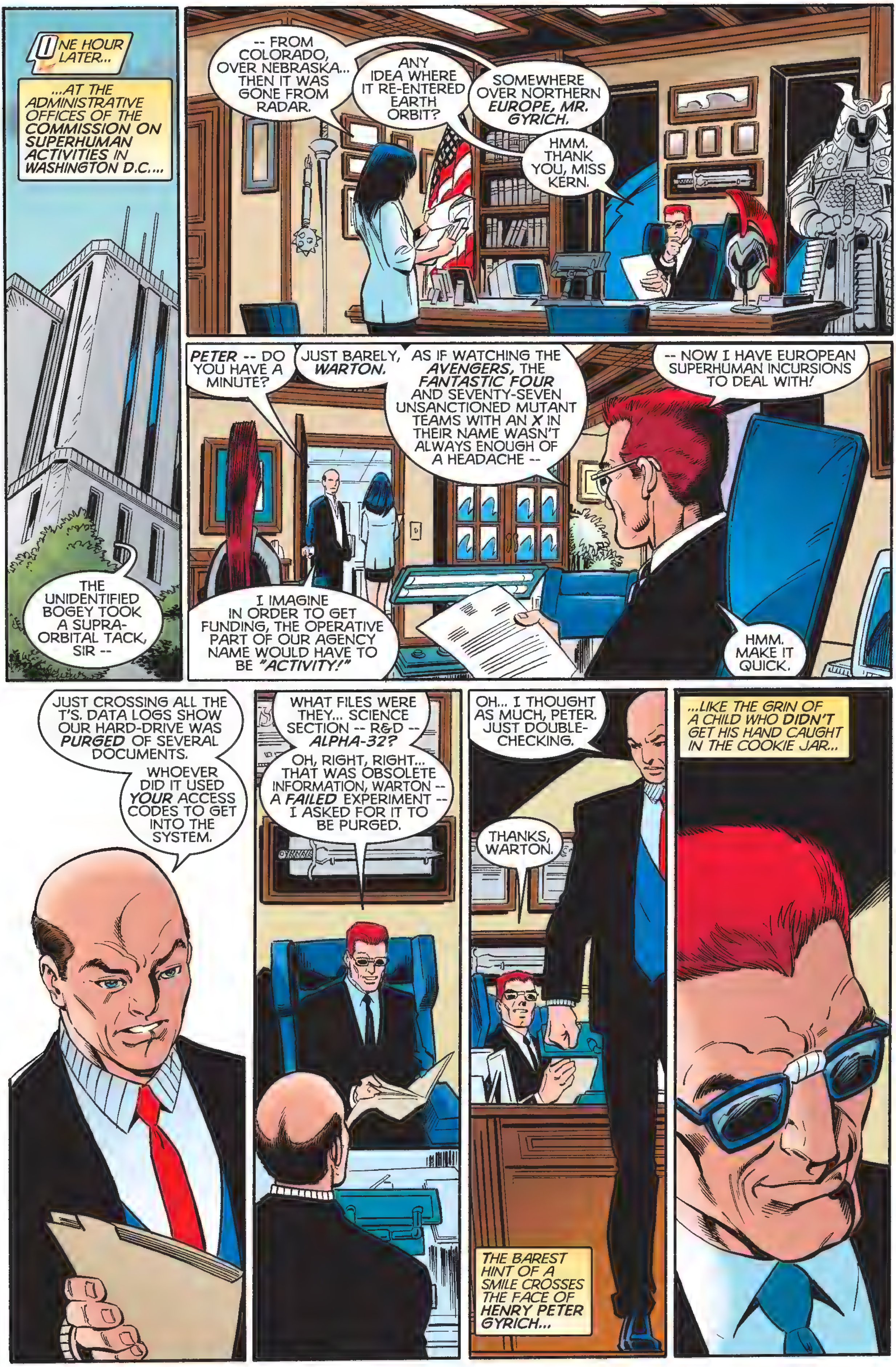
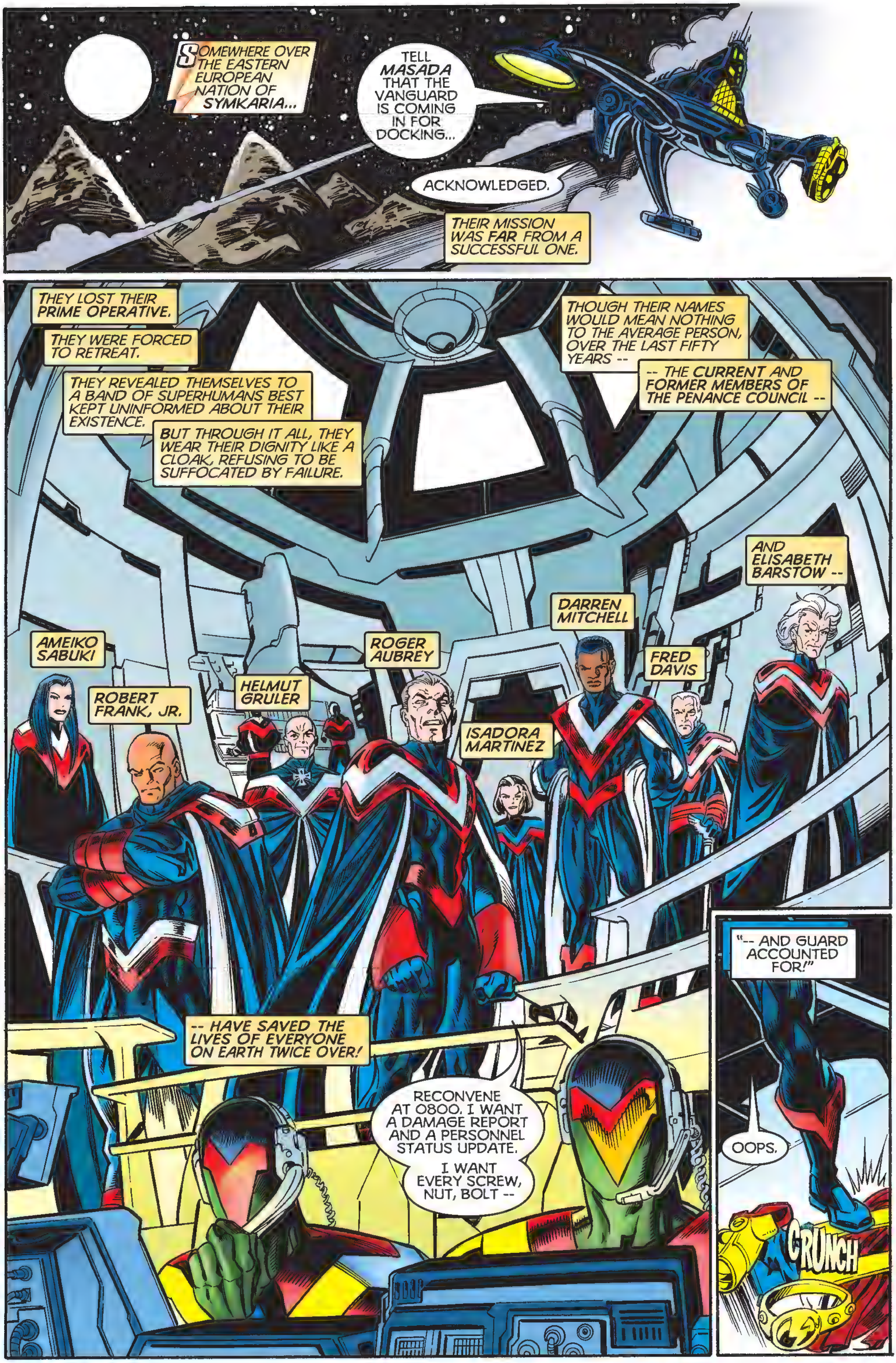
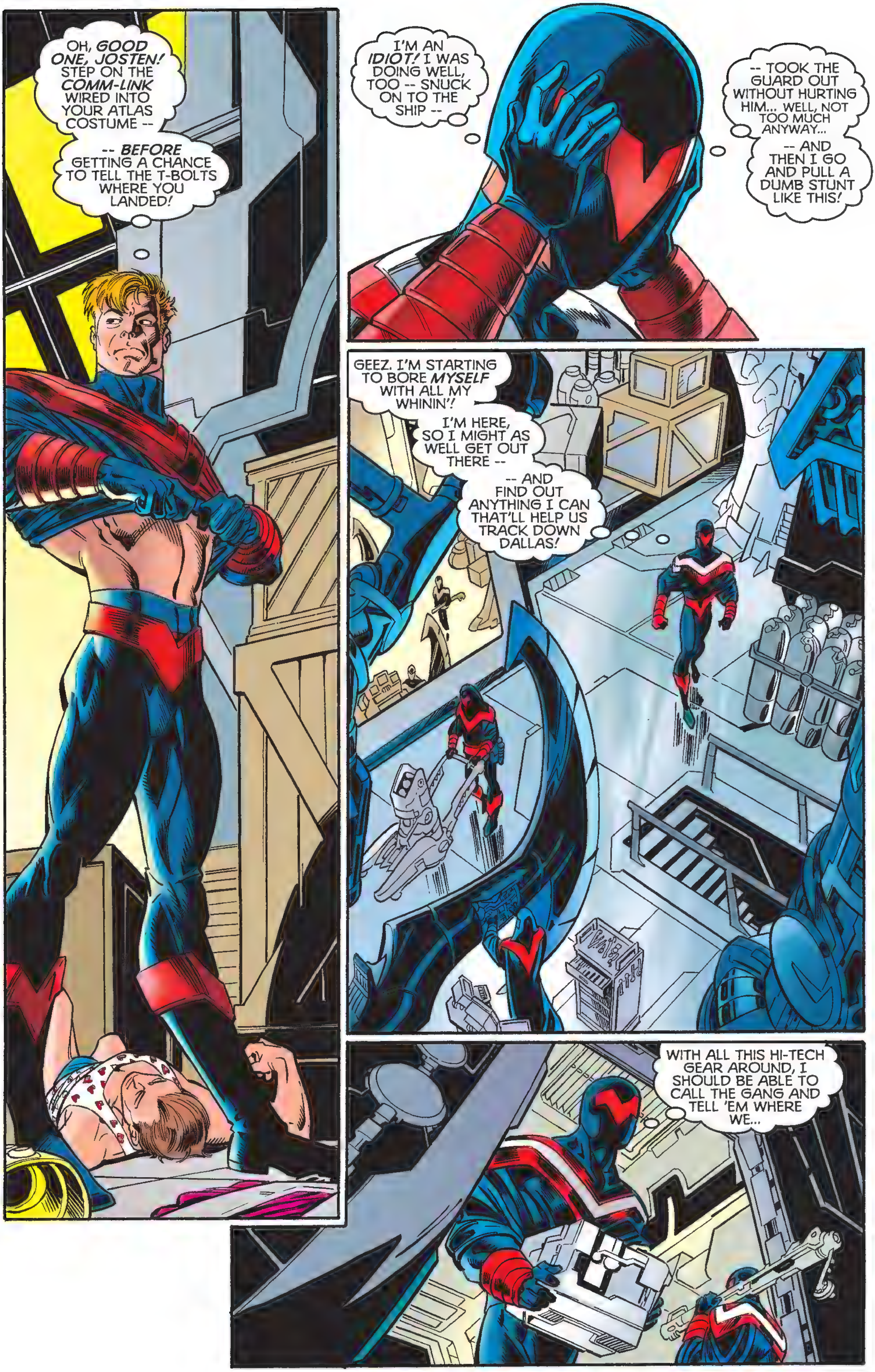
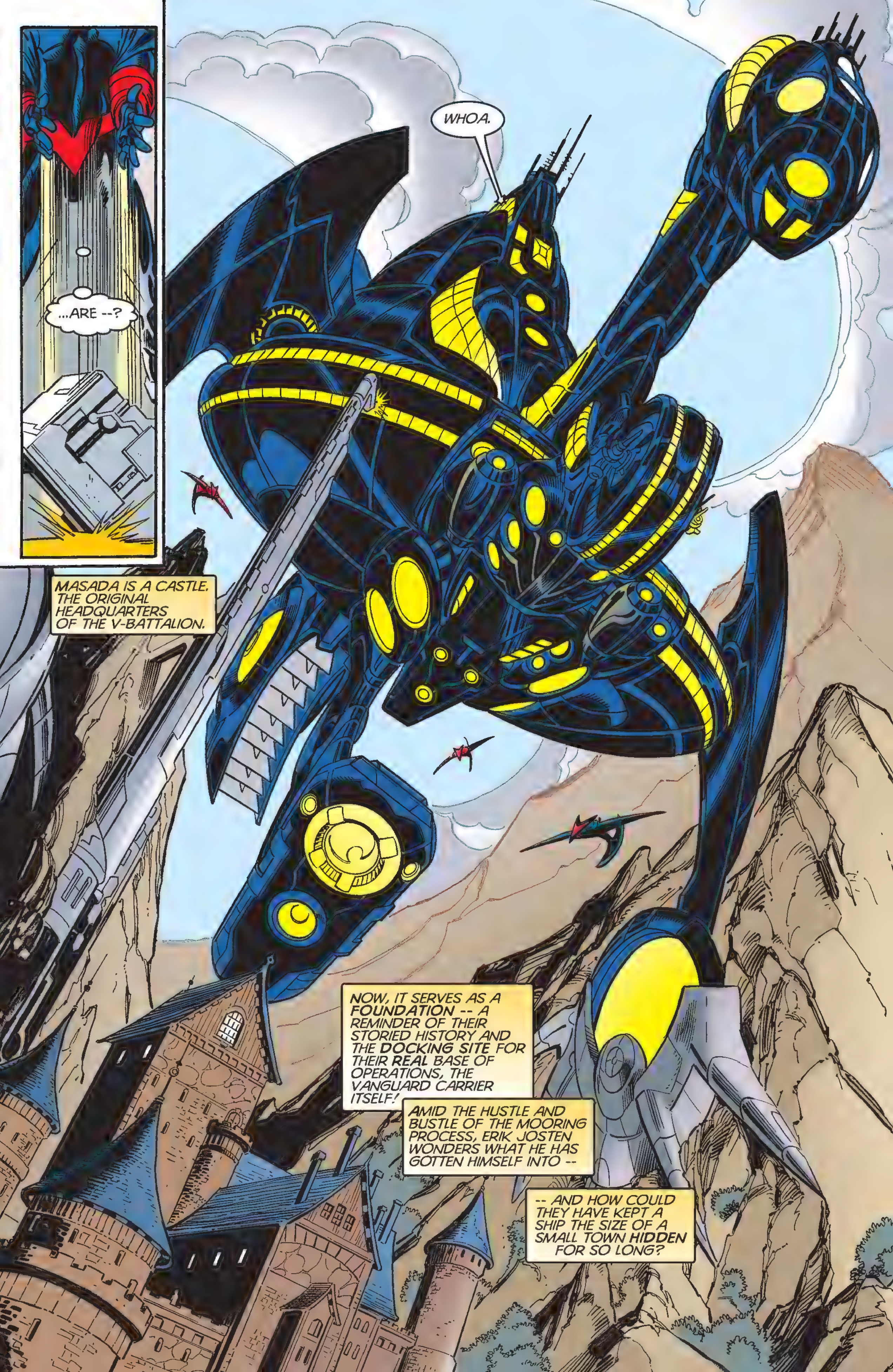

WAIT A MINUTE, IT AIN'T THAT SIMPLE!
DALLAS COULD BE IN TROUBLE!
THEY AREN'T THE *ENEMY*, ATLAS -- THE V-BATTALION IS A *LAW-ENFORCEMENT AGENCY!*
SO *WHAT?* DID I ACTUALLY SAY THAT?
MOONSTONE IS RIGHT, BIG GUY!
I KNOW HOW YOU FEEL ABOUT DALLAS, BUT THIS ISN'T --
ISN'T *WHAT*, HAWK?
DIDN'T WE JUST GO TO ***HELL AND BACK*** WHEN IT CAME TO HELPIN' YOUR DEAD WIFE, ***MOCKINGBIRD?!***
I BLEW MY FIRST CHANCE WITH DALLAS --
-- SHE COULDA BEEN -- *WOULDA BEEN* -- THE ***BEST THING*** THAT EVER HAPPENED TO ME!
I'M ***NOT*** *GONNA LOSE HER AGAIN!*
FWAKKKROOOOOM

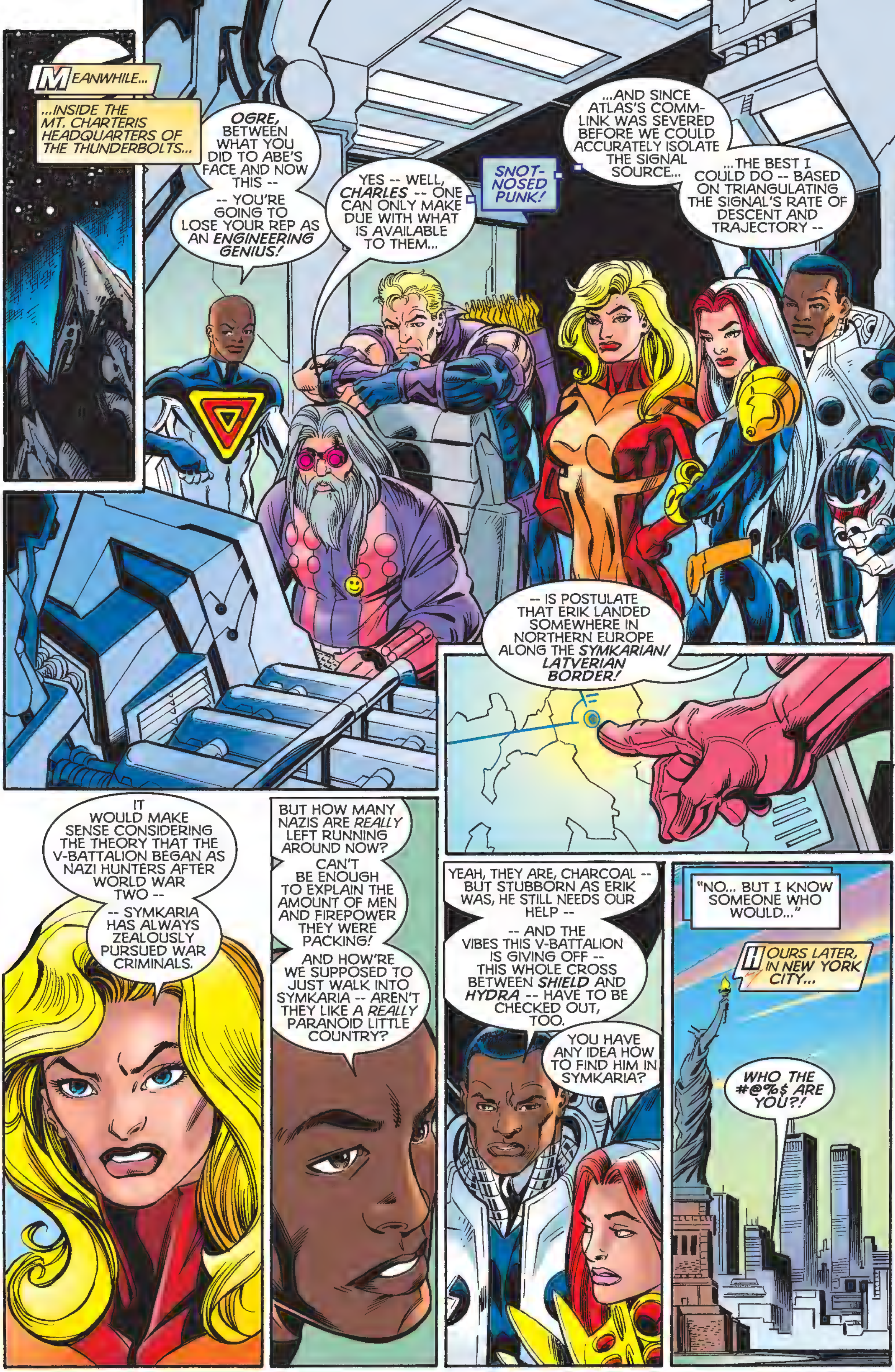

HE'S STARTED AN AVALANCHE!
EVACUATE ALL INJURED PERSONNEL!
PREPARE THE VANGUARD FOR A JUMP!
WHAT ABOUT THE THUNDERBOLTS, SIR?
THEY MUST FEND FOR THEMSELVES, EAMONN.
WE ARE DONE HERE.
MELISSA -- ARE YOU OKAY?
FINE. I CREATED A HARD SOUND BUBBLE JUST IN TIME.
WHAT ABOUT THE OTHERS?
I TURNED INTANGIBLE AS THE ROCKSLIDE STARTED, MACH-2 --
-- AND I SAW CHARCOAL PROTECT HAWKEYE FROM THE DELUGE!
THE V-BATTALION IS GETTING AWAY! HAWKEYE -- DO YOU COPY?
MY COMM-LINK IS WORKING, MOONSTONE -- EVEN UNDER TEN FEET OF MT. CHARTERIS!
SHOULD WE PURSUE...?
MMFFF
GOOD WORK, CHARLIE... LET THEM GO, KARLA -- JUST ROUND UP THE TEAM!
FOLLOWING THEM WOULD HAVE BEEN FUTILE ANYWAY!
THEIR SHIP DISAPPEARED -- STRAIGHT UP INTO THE ATMOSPHERE -- FASTER THAN EVEN I COULD GO!
AS USUAL, THAT LEAVES US WITH A LOT MORE QUESTIONS THAN ANSWERS!
STARTING WITH...
...WHERE DID ATLAS GO?!

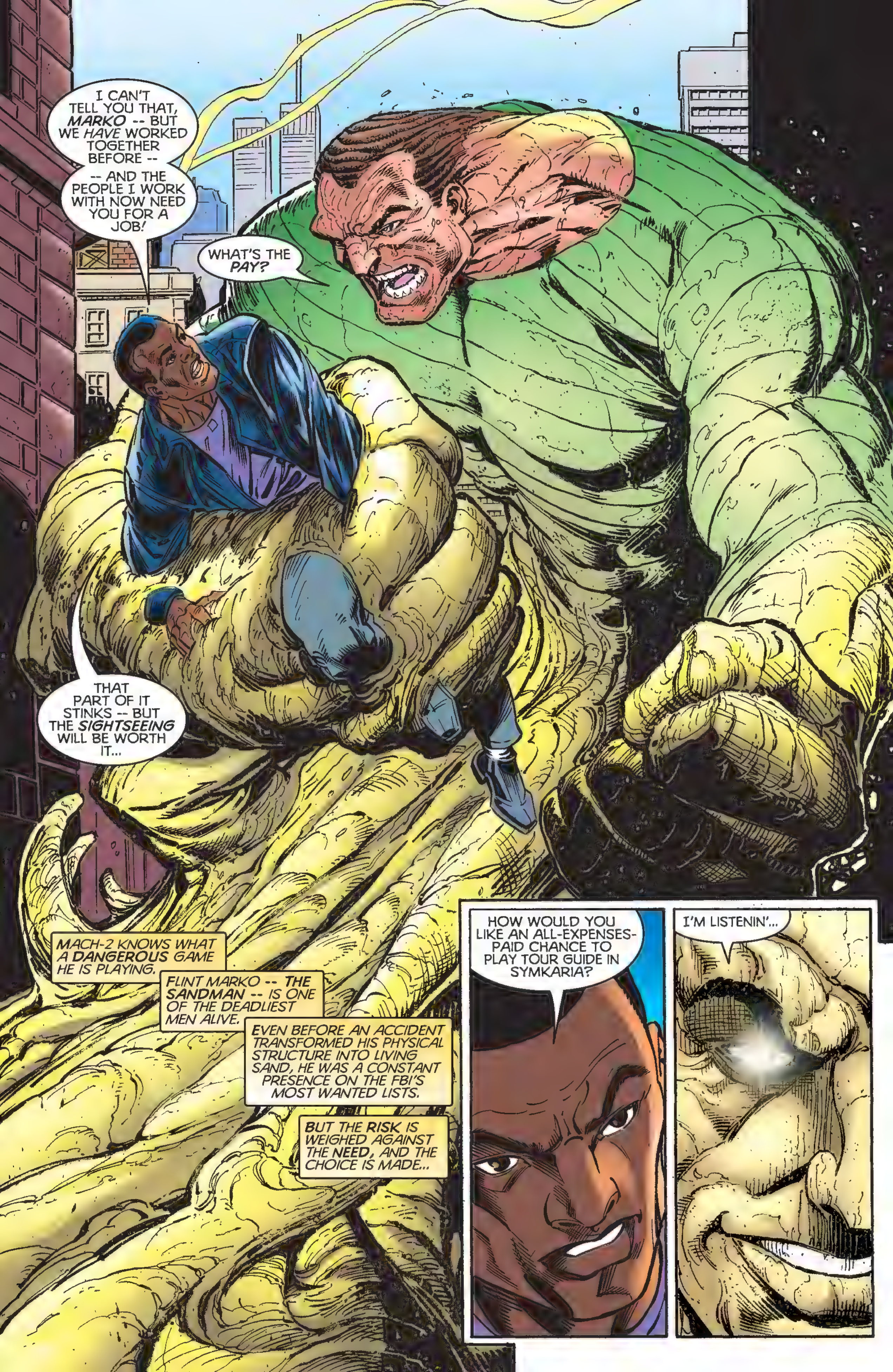

ONE HOUR LATER...
...AT THE ADMINISTRATIVE OFFICES OF THE **COMMISSION ON SUPERHUMAN ACTIVITIES** IN WASHINGTON D.C....
THE UNIDENTIFIED BOGEY TOOK A SUPRA-ORBITAL TACK, SIR --
-- FROM COLORADO, OVER NEBRASKA... THEN IT WAS GONE FROM RADAR.
ANY IDEA WHERE IT RE-ENTERED EARTH ORBIT?
SOMEWHERE OVER NORTHERN ***EUROPE, MR. GYRICH.***
HMM. THANK YOU, MISS KERN.
PETER -- DO YOU HAVE A MINUTE?
JUST BARELY, ***WARTON.***
AS IF WATCHING THE ***AVENGERS,*** THE ***FANTASTIC FOUR*** AND SEVENTY-SEVEN UNSANCTIONED MUTANT TEAMS WITH AN ***X*** IN THEIR NAME WASN'T ALWAYS ENOUGH OF A HEADACHE --
-- NOW I HAVE EUROPEAN SUPERHUMAN INCURSIONS TO DEAL WITH!
I IMAGINE IN ORDER TO GET FUNDING, THE OPERATIVE PART OF OUR AGENCY NAME WOULD HAVE TO BE ***"ACTIVITY!"***
HMM. MAKE IT QUICK.
JUST CROSSING ALL THE T'S. DATA LOGS SHOW OUR HARD-DRIVE WAS ***PURGED*** OF SEVERAL DOCUMENTS.
WHOEVER DID IT USED ***YOUR*** ACCESS CODES TO GET INTO THE SYSTEM.
WHAT FILES WERE THEY... SCIENCE SECTION -- R&D -- ***ALPHA-32?***
OH, RIGHT, RIGHT... THAT WAS OBSOLETE INFORMATION, WARTON -- A ***FAILED*** EXPERIMENT -- I ASKED FOR IT TO BE PURGED.
OH... I THOUGHT AS MUCH, PETER. JUST DOUBLE-CHECKING.
THANKS, WARTON.
THE BAREST HINT OF A SMILE CROSSES THE FACE OF ***HENRY PETER GYRICH...***
...LIKE THE GRIN OF A CHILD WHO ***DIDN'T*** GET HIS HAND CAUGHT IN THE COOKIE JAR...

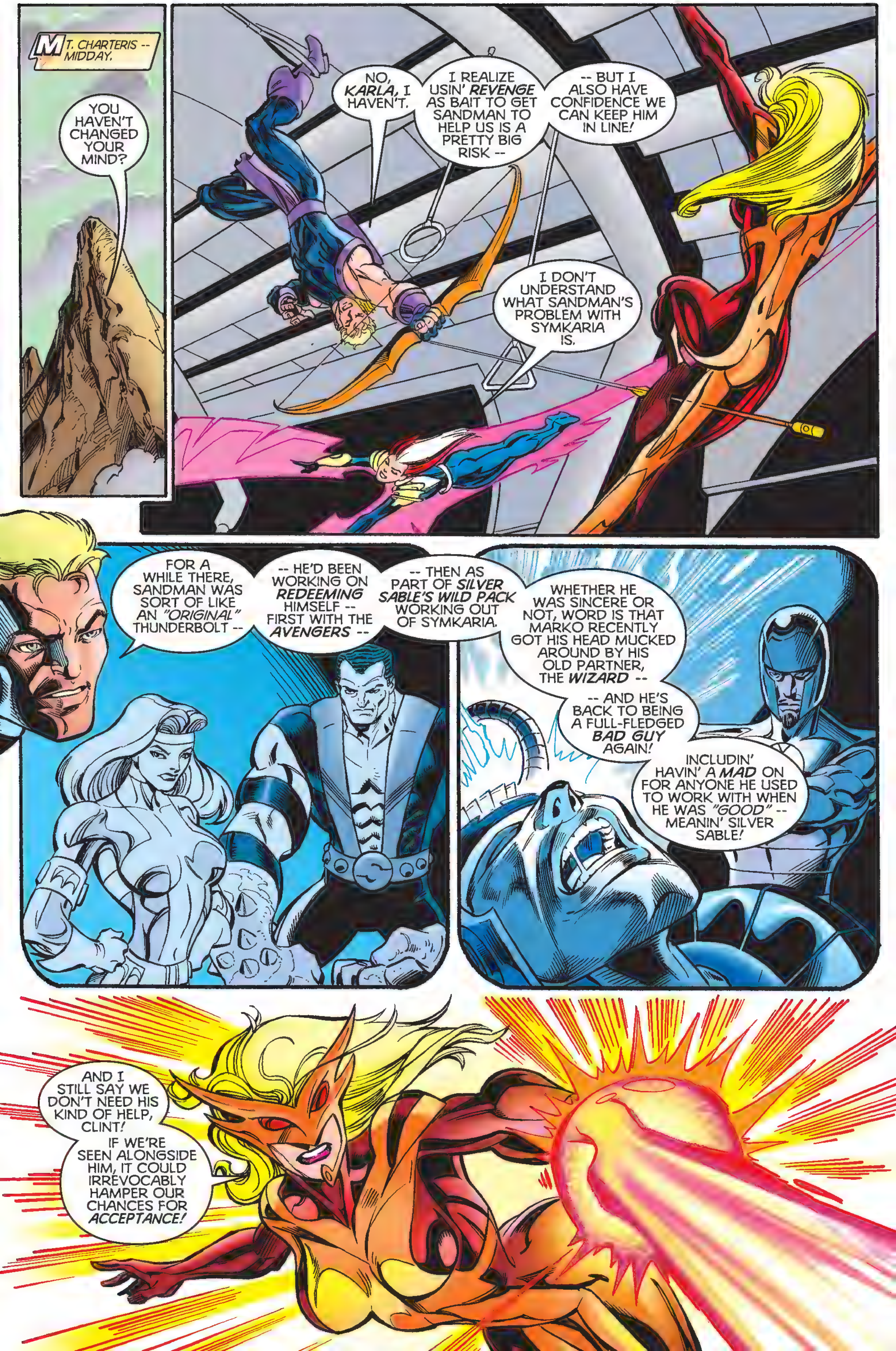

SOMEWHERE OVER THE EASTERN EUROPEAN NATION OF SYMKARIA...
TELL MASADA THAT THE VANGUARD IS COMING IN FOR DOCKING...
ACKNOWLEDGED.
THEIR MISSION WAS FAR FROM A SUCCESSFUL ONE.
THEY LOST THEIR PRIME OPERATIVE.
THEY WERE FORCED TO RETREAT.
THEY REVEALED THEMSELVES TO A BAND OF SUPERHUMANS BEST KEPT UNINFORMED ABOUT THEIR EXISTENCE.
BUT THROUGH IT ALL, THEY WEAR THEIR DIGNITY LIKE A CLOAK, REFUSING TO BE SUFFOCATED BY FAILURE.
THOUGH THEIR NAMES WOULD MEAN NOTHING TO THE AVERAGE PERSON, OVER THE LAST FIFTY YEARS --
-- THE CURRENT AND FORMER MEMBERS OF THE PENANCE COUNCIL --
AMEIKO SABUKI
ROBERT FRANK, JR.
HELMUT GRULER
ROGER AUBREY
ISADORA MARTINEZ
DARREN MITCHELL
FRED DAVIS
AND ELISABETH BARSTOW --
-- HAVE SAVED THE LIVES OF EVERYONE ON EARTH TWICE OVER!
RECONVENE AT 0800. I WANT A DAMAGE REPORT AND A PERSONNEL STATUS UPDATE.
I WANT EVERY SCREW, NUT, BOLT --
"-- AND GUARD ACCOUNTED FOR!"
OOPS.
CRUNCH

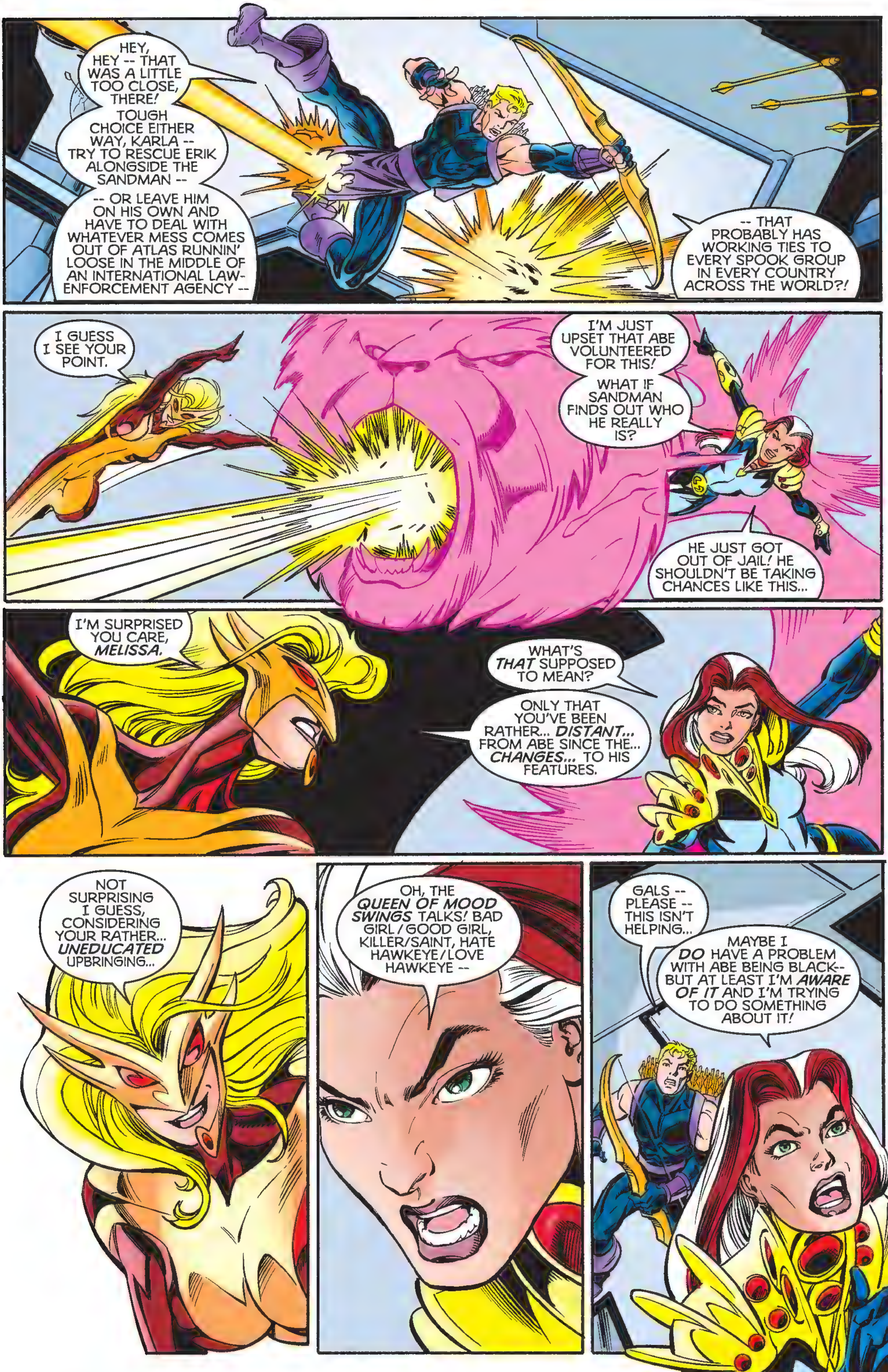

OH, *GOOD ONE, JOSTEN!* STEP ON THE *COMM-LINK* WIRED INTO YOUR ATLAS COSTUME --
-- *BEFORE* GETTING A CHANCE TO TELL THE T-BOLTS WHERE YOU LANDED!
I'M AN *IDIOT!* I WAS DOING WELL, TOO -- SNUCK ON TO THE SHIP --
-- TOOK THE GUARD OUT WITHOUT HURTING HIM... WELL, NOT TOO MUCH ANYWAY...
-- AND THEN I GO AND PULL A DUMB STUNT LIKE THIS!
GEEZ. I'M STARTING TO BORE *MYSELF* WITH ALL MY WHININ'!
I'M HERE, SO I MIGHT AS WELL GET OUT THERE --
-- AND FIND OUT ANYTHING I CAN THAT'LL HELP US TRACK DOWN DALLAS!
WITH ALL THIS HI-TECH GEAR AROUND, I SHOULD BE ABLE TO CALL THE GANG AND TELL 'EM WHERE WE...

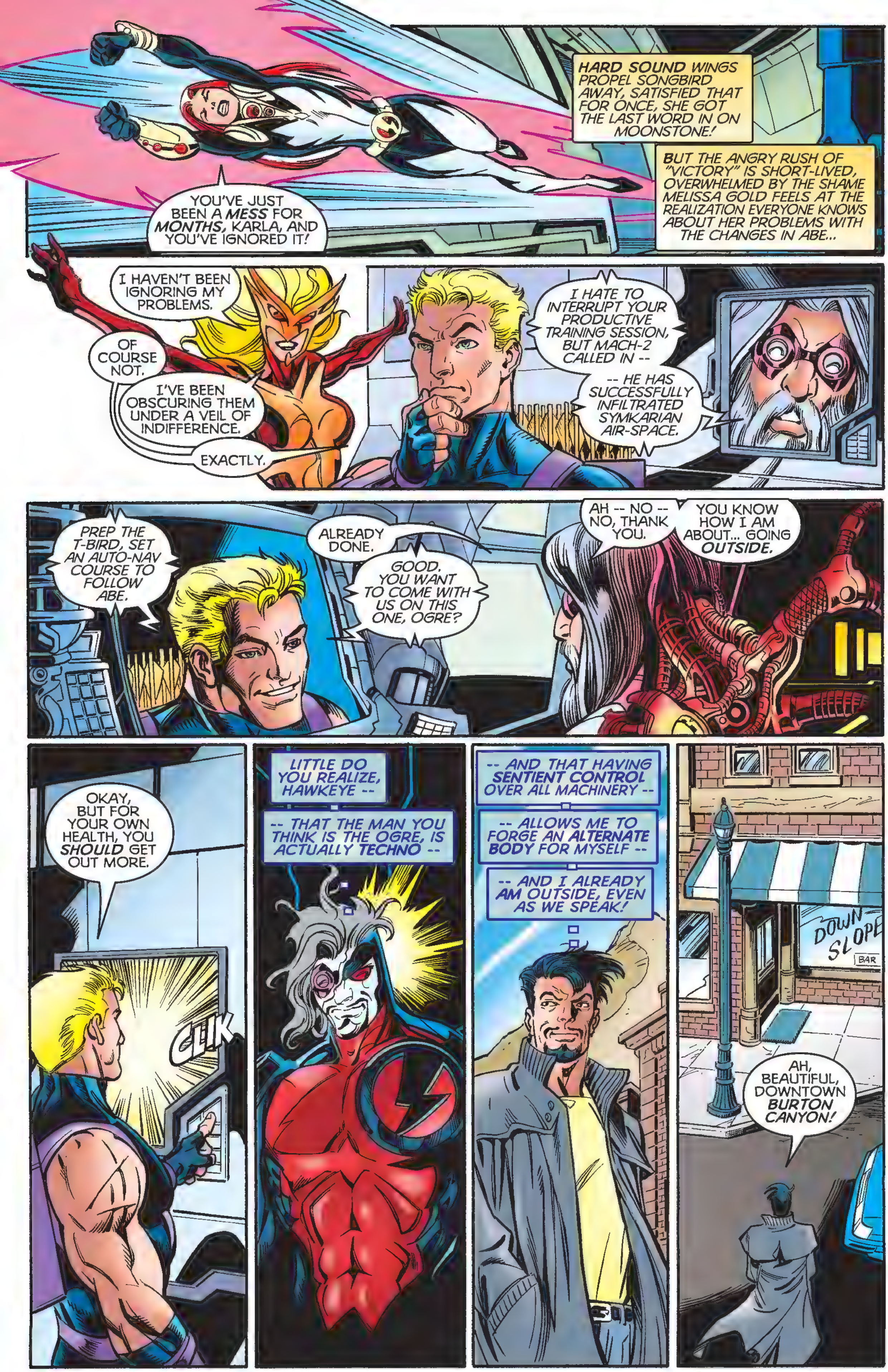

...ARE --?
WHOA.
MASADA IS A CASTLE. THE ORIGINAL HEADQUARTERS OF THE V-BATTALION.
NOW, IT SERVES AS A **FOUNDATION** -- A REMINDER OF THEIR STORIED HISTORY AND THE **DOCKING SITE** FOR THEIR **REAL** BASE OF OPERATIONS, THE VANGUARD CARRIER ITSELF!
AMID THE HUSTLE AND BUSTLE OF THE MOORING PROCESS, ERIK JOSTEN WONDERS WHAT HE HAS GOTTEN HIMSELF INTO --
-- AND HOW COULD THEY HAVE KEPT A SHIP THE SIZE OF A SMALL TOWN **HIDDEN** FOR SO LONG?

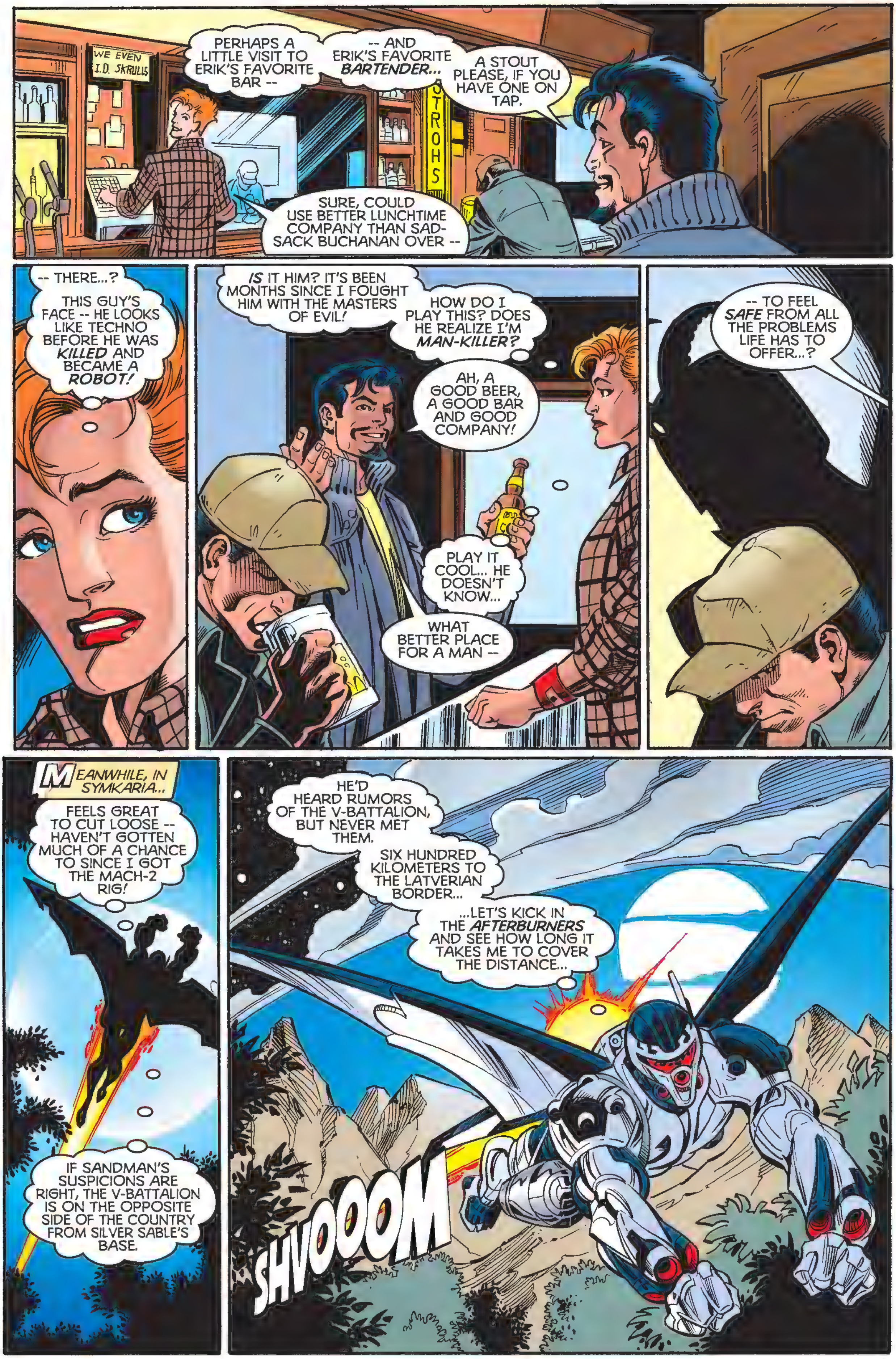

MEANWHILE...
...INSIDE THE MT. CHARTERIS HEADQUARTERS OF THE THUNDERBOLTS...
OGRE, BETWEEN WHAT YOU DID TO ABE'S FACE AND NOW THIS -- -- YOU'RE GOING TO LOSE YOUR REP AS AN ENGINEERING GENIUS!
YES -- WELL, CHARLES -- ONE CAN ONLY MAKE DUE WITH WHAT IS AVAILABLE TO THEM...
SNOT-NOSED PUNK!
...AND SINCE ATLAS'S COMM-LINK WAS SEVERED BEFORE WE COULD ACCURATELY ISOLATE THE SIGNAL SOURCE...
...THE BEST I COULD DO -- BASED ON TRIANGULATING THE SIGNAL'S RATE OF DESCENT AND TRAJECTORY --
-- IS POSTULATE THAT ERIK LANDED SOMEWHERE IN NORTHERN EUROPE ALONG THE SYMKARIAN/LATVERIAN BORDER!
IT WOULD MAKE SENSE CONSIDERING THE THEORY THAT THE V-BATTALION BEGAN AS NAZI HUNTERS AFTER WORLD WAR TWO -- -- SYMKARIA HAS ALWAYS ZEALOUSLY PURSUED WAR CRIMINALS.
BUT HOW MANY NAZIS ARE REALLY LEFT RUNNING AROUND NOW? CAN'T BE ENOUGH TO EXPLAIN THE AMOUNT OF MEN AND FIREPOWER THEY WERE PACKING!
AND HOW'RE WE SUPPOSED TO JUST WALK INTO SYMKARIA -- AREN'T THEY LIKE A REALLY PARANOID LITTLE COUNTRY?
YEAH, THEY ARE, CHARCOAL -- BUT STUBBORN AS ERIK WAS, HE STILL NEEDS OUR HELP -- -- AND THE VIBES THIS V-BATTALION IS GIVING OFF -- THIS WHOLE CROSS BETWEEN SHIELD AND HYDRA -- HAVE TO BE CHECKED OUT, TOO.
YOU HAVE ANY IDEA HOW TO FIND HIM IN SYMKARIA?
"NO... BUT I KNOW SOMEONE WHO WOULD..."
HOURS LATER, IN NEW YORK CITY...
WHO THE #@%$ ARE YOU?!

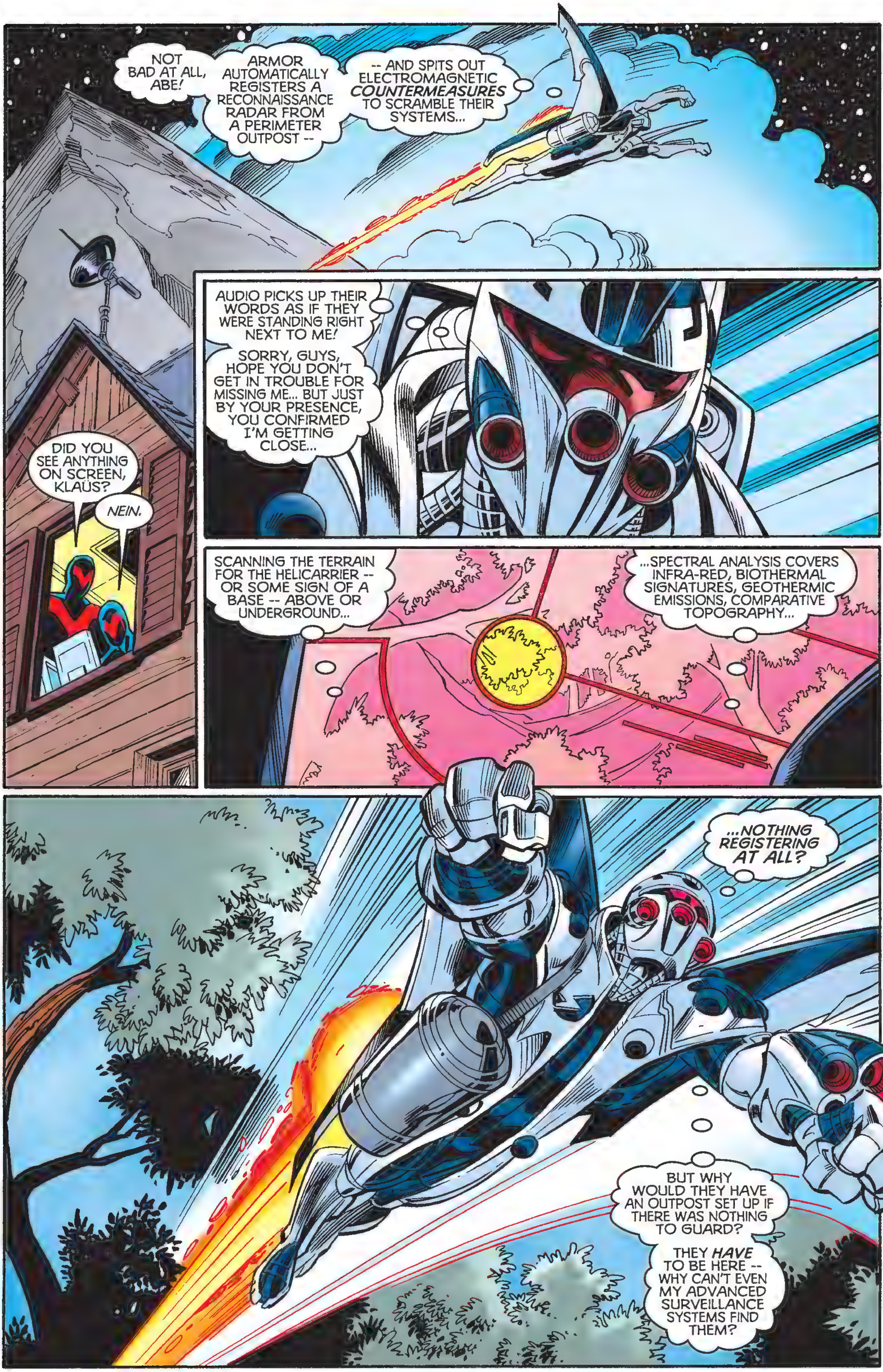

I CAN'T TELL YOU THAT, *MARKO* -- BUT WE *HAVE* WORKED TOGETHER BEFORE --
-- AND THE PEOPLE I WORK WITH NOW NEED YOU FOR A JOB!
WHAT'S THE *PAY?*
THAT PART OF IT STINKS -- BUT THE *SIGHTSEEING* WILL BE WORTH IT...
MACH-2 KNOWS WHAT A **DANGEROUS** GAME HE IS PLAYING.
FLINT MARKO -- **THE SANDMAN** -- IS ONE OF THE DEADLIEST MEN ALIVE.
EVEN BEFORE AN ACCIDENT TRANSFORMED HIS PHYSICAL STRUCTURE INTO LIVING SAND, HE WAS A CONSTANT PRESENCE ON THE FBI'S MOST WANTED LISTS.
BUT THE **RISK** IS WEIGHED AGAINST THE **NEED**, AND THE CHOICE IS MADE...
HOW WOULD YOU LIKE AN ALL-EXPENSES-PAID CHANCE TO PLAY TOUR GUIDE IN SYMKARIA?
I'M LISTENIN'...

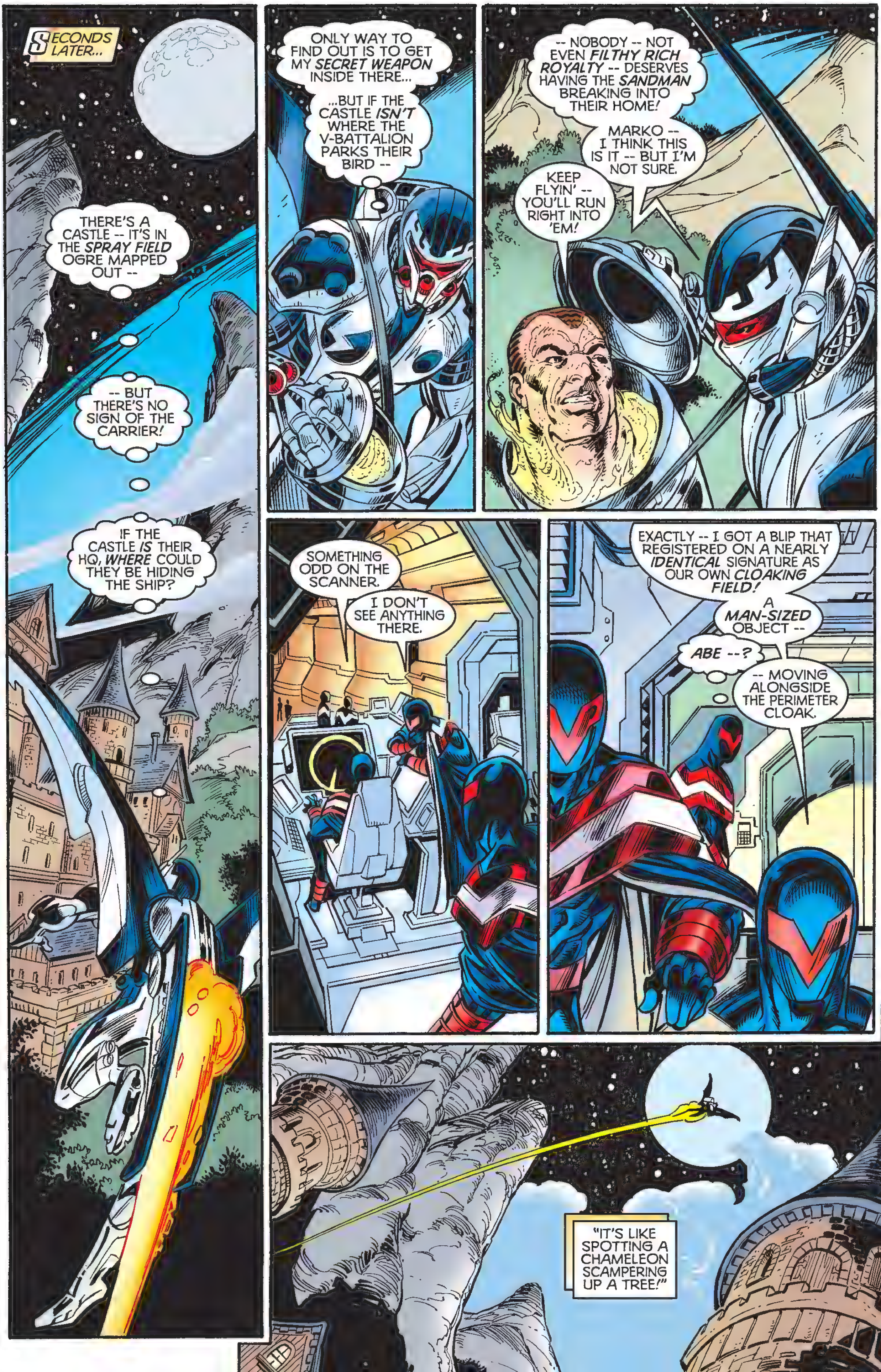

MT. CHARTERIS -- MIDDAY.
YOU HAVEN'T CHANGED YOUR MIND?
NO, *KARLA,* I HAVEN'T.
I REALIZE USIN' *REVENGE* AS BAIT TO GET SANDMAN TO HELP US IS A PRETTY BIG RISK --
-- BUT I ALSO HAVE CONFIDENCE WE CAN KEEP HIM IN LINE!
I DON'T UNDERSTAND WHAT SANDMAN'S PROBLEM WITH SYMKARIA IS.
FOR A WHILE THERE, SANDMAN WAS SORT OF LIKE AN *"ORIGINAL"* THUNDERBOLT --
-- HE'D BEEN WORKING ON *REDEEMING* HIMSELF -- FIRST WITH THE *AVENGERS* --
-- THEN AS PART OF *SILVER SABLE'S WILD PACK* WORKING OUT OF SYMKARIA.
WHETHER HE WAS SINCERE OR NOT, WORD IS THAT MARKO RECENTLY GOT HIS HEAD MUCKED AROUND BY HIS OLD PARTNER, THE *WIZARD* --
-- AND HE'S BACK TO BEING A FULL-FLEDGED *BAD GUY* AGAIN!
INCLUDIN' HAVIN' A *MAD* ON FOR ANYONE HE USED TO WORK WITH WHEN HE WAS *"GOOD"* -- MEANIN' SILVER SABLE!
AND I STILL SAY WE DON'T NEED HIS KIND OF HELP, CLINT!
IF WE'RE SEEN ALONGSIDE HIM, IT COULD IRREVOCABLY HAMPER OUR CHANCES FOR *ACCEPTANCE!*

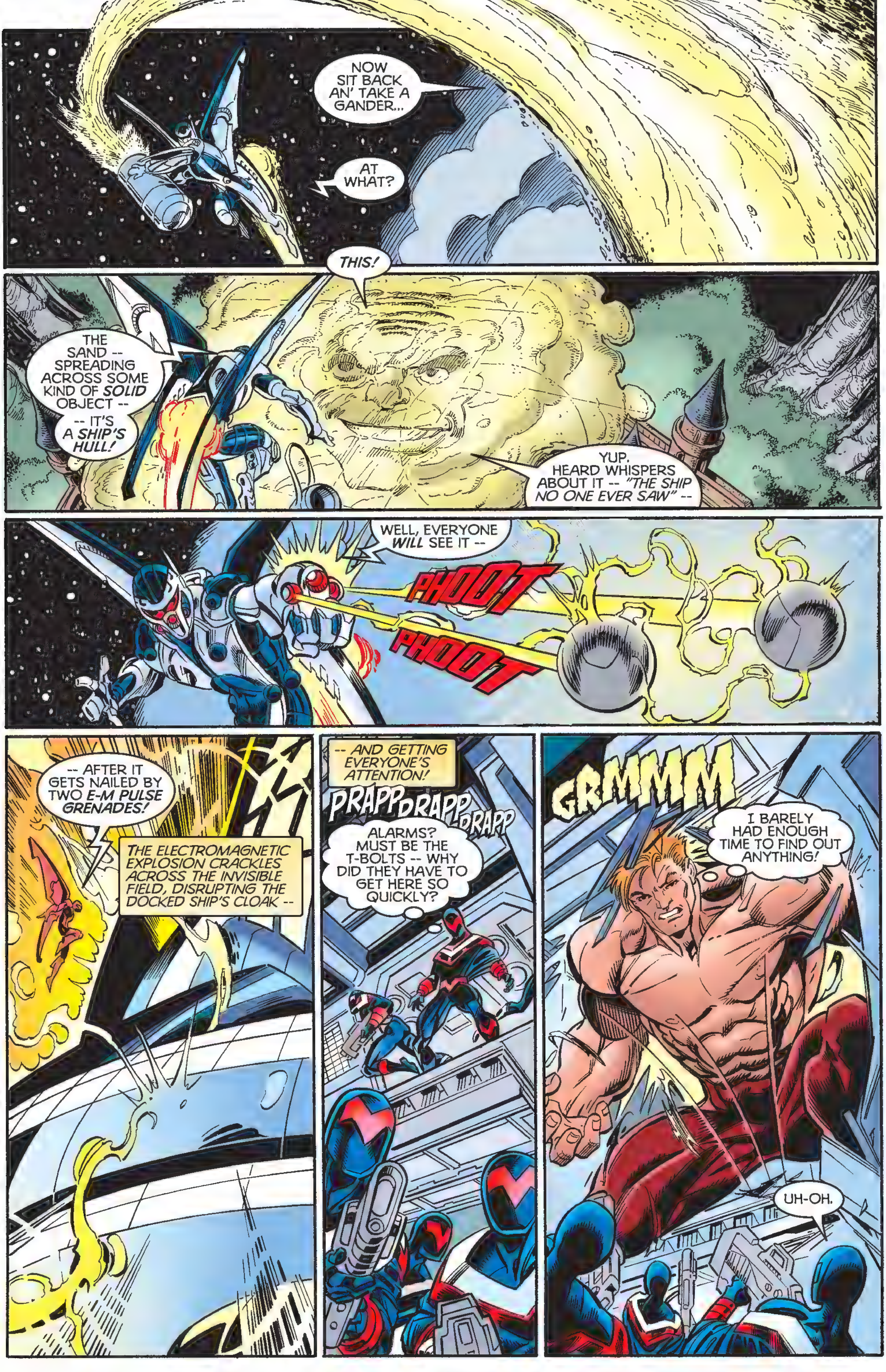

HEY, HEY -- THAT WAS A LITTLE TOO CLOSE, THERE!
TOUGH CHOICE EITHER WAY, KARLA -- TRY TO RESCUE ERIK ALONGSIDE THE SANDMAN --
-- OR LEAVE HIM ON HIS OWN AND HAVE TO DEAL WITH WHATEVER MESS COMES OUT OF ATLAS RUNNIN' LOOSE IN THE MIDDLE OF AN INTERNATIONAL LAW-ENFORCEMENT AGENCY --
-- THAT PROBABLY HAS WORKING TIES TO EVERY SPOOK GROUP IN EVERY COUNTRY ACROSS THE WORLD?!
I GUESS I SEE YOUR POINT.
I'M JUST UPSET THAT ABE VOLUNTEERED FOR THIS!
WHAT IF SANDMAN FINDS OUT WHO HE REALLY IS?
HE JUST GOT OUT OF JAIL! HE SHOULDN'T BE TAKING CHANCES LIKE THIS...
I'M SURPRISED YOU CARE, *MELISSA.*
WHAT'S *THAT* SUPPOSED TO MEAN?
ONLY THAT YOU'VE BEEN RATHER... *DISTANT...* FROM ABE SINCE THE... *CHANGES...* TO HIS FEATURES.
NOT SURPRISING I GUESS, CONSIDERING YOUR RATHER... *UNEDUCATED* UPBRINGING...
OH, THE *QUEEN OF MOOD SWINGS* TALKS! BAD GIRL / GOOD GIRL, KILLER/SAINT, HATE HAWKEYE/LOVE HAWKEYE --
GALS -- PLEASE -- THIS ISN'T HELPING...
MAYBE I *DO* HAVE A PROBLEM WITH ABE BEING BLACK-- BUT AT LEAST I'M *AWARE OF IT* AND I'M TRYING TO DO SOMETHING ABOUT IT!

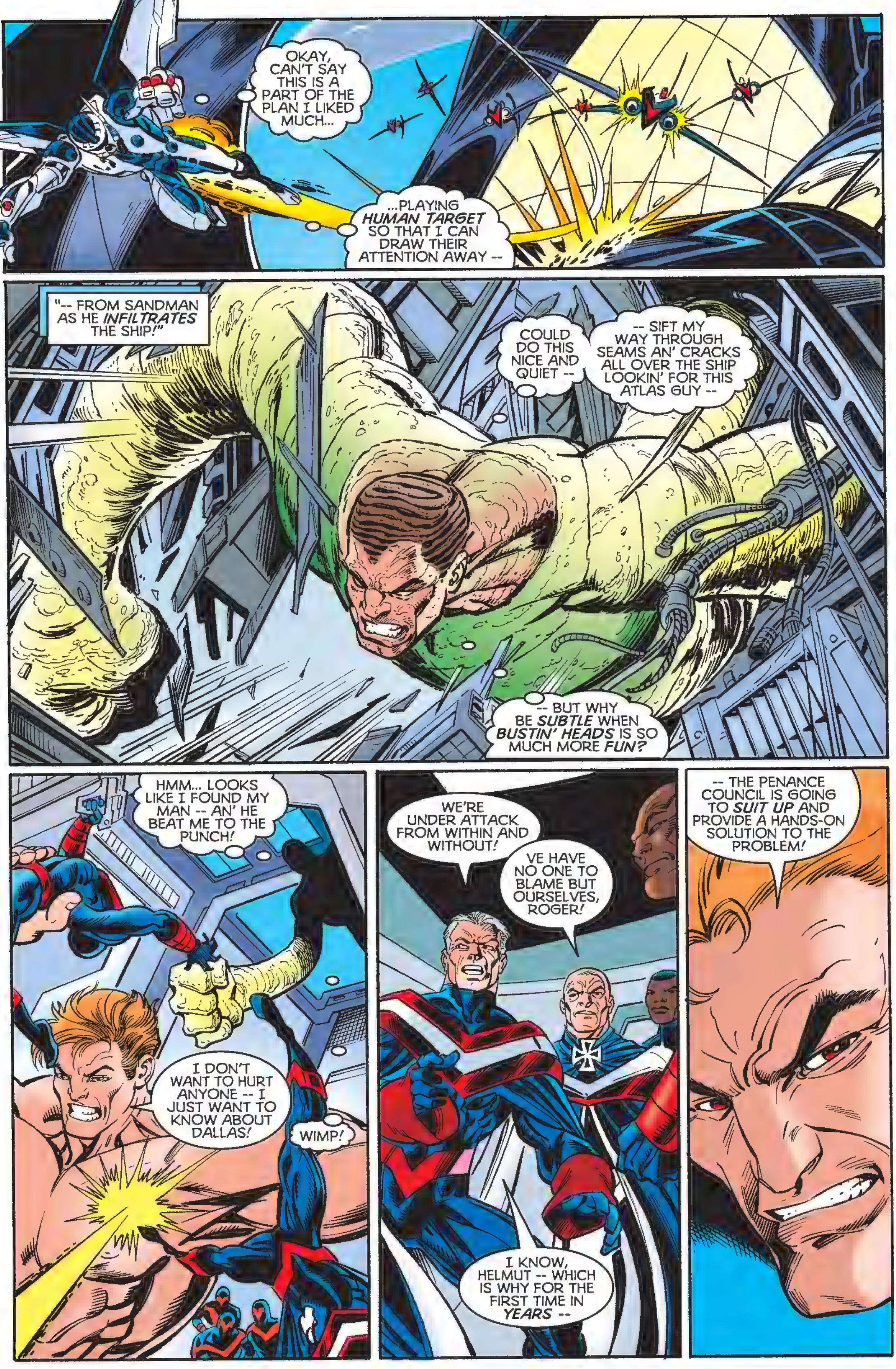

HARD SOUND WINGS PROPEL SONGBIRD AWAY, SATISFIED THAT FOR ONCE, SHE GOT THE LAST WORD IN ON MOONSTONE!
BUT THE ANGRY RUSH OF "VICTORY" IS SHORT-LIVED, OVERWHELMED BY THE SHAME MELISSA GOLD FEELS AT THE REALIZATION EVERYONE KNOWS ABOUT HER PROBLEMS WITH THE CHANGES IN ABE...
YOU'VE JUST BEEN A MESS FOR MONTHS, KARLA, AND YOU'VE IGNORED IT!
I HAVEN'T BEEN IGNORING MY PROBLEMS.
OF COURSE NOT.
I'VE BEEN OBSCURING THEM UNDER A VEIL OF INDIFFERENCE.
EXACTLY.
I HATE TO INTERRUPT YOUR PRODUCTIVE TRAINING SESSION, BUT MACH-2 CALLED IN --
-- HE HAS SUCCESSFULLY INFILTRATED SYMKARIAN AIR-SPACE.
PREP THE T-BIRD, SET AN AUTO-NAV COURSE TO FOLLOW ABE.
ALREADY DONE.
GOOD. YOU WANT TO COME WITH US ON THIS ONE, OGRE?
AH -- NO -- NO, THANK YOU.
YOU KNOW HOW I AM ABOUT... GOING OUTSIDE.
OKAY, BUT FOR YOUR OWN HEALTH, YOU SHOULD GET OUT MORE.
CLIK
LITTLE DO YOU REALIZE, HAWKEYE --
-- THAT THE MAN YOU THINK IS THE OGRE, IS ACTUALLY TECHNO --
-- AND THAT HAVING SENTIENT CONTROL OVER ALL MACHINERY --
-- ALLOWS ME TO FORGE AN ALTERNATE BODY FOR MYSELF --
-- AND I ALREADY AM OUTSIDE, EVEN AS WE SPEAK!
DOWN SLOPE BAR
AH, BEAUTIFUL, DOWNTOWN BURTON CANYON!

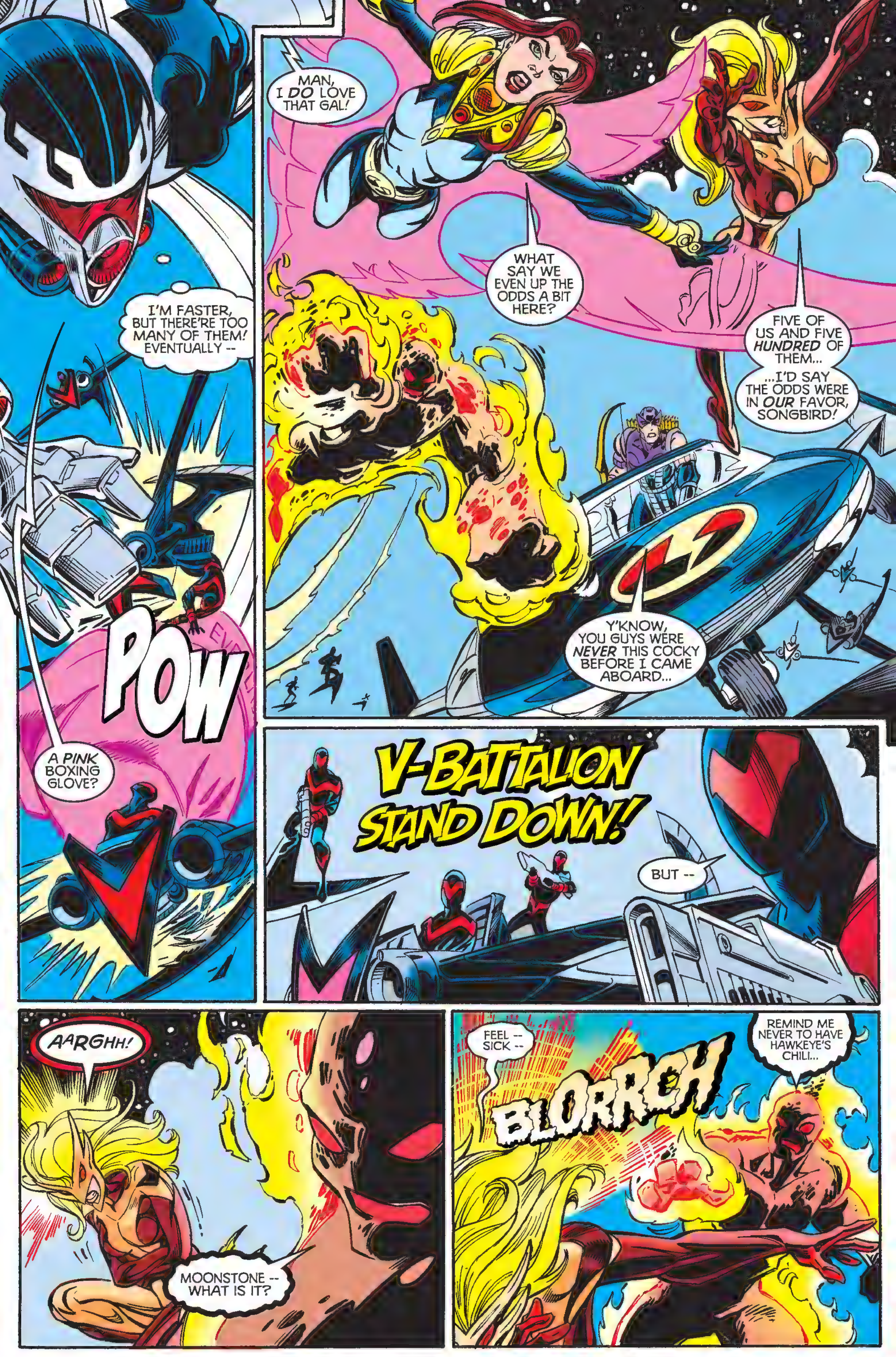

WE EVEN I.D. SKRULLS
STROHS
PERHAPS A LITTLE VISIT TO ERIK'S FAVORITE BAR --
-- AND ERIK'S FAVORITE *BARTENDER...*
A STOUT PLEASE, IF YOU HAVE ONE ON TAP.
SURE, COULD USE BETTER LUNCHTIME COMPANY THAN SAD-SACK BUCHANAN OVER --
-- THERE...?
THIS GUY'S FACE -- HE LOOKS LIKE TECHNO BEFORE HE WAS *KILLED* AND BECAME A *ROBOT!*
IS IT HIM? IT'S BEEN MONTHS SINCE I FOUGHT HIM WITH THE MASTERS OF EVIL!
HOW DO I PLAY THIS? DOES HE REALIZE I'M *MAN-KILLER?*
AH, A GOOD BEER, A GOOD BAR AND GOOD COMPANY!
PLAY IT COOL... HE DOESN'T KNOW...
WHAT BETTER PLACE FOR A MAN --
-- TO FEEL *SAFE* FROM ALL THE PROBLEMS LIFE HAS TO OFFER...?
MEANWHILE, IN SYMKARIA...
FEELS GREAT TO CUT LOOSE -- HAVEN'T GOTTEN MUCH OF A CHANCE TO SINCE I GOT THE MACH-2 RIG!
IF SANDMAN'S SUSPICIONS ARE RIGHT, THE V-BATTALION IS ON THE OPPOSITE SIDE OF THE COUNTRY FROM SILVER SABLE'S BASE.
HE'D HEARD RUMORS OF THE V-BATTALION, BUT NEVER MET THEM.
SIX HUNDRED KILOMETERS TO THE LATVERIAN BORDER...
...LET'S KICK IN THE *AFTERBURNERS* AND SEE HOW LONG IT TAKES ME TO COVER THE DISTANCE...
SHVOOOM

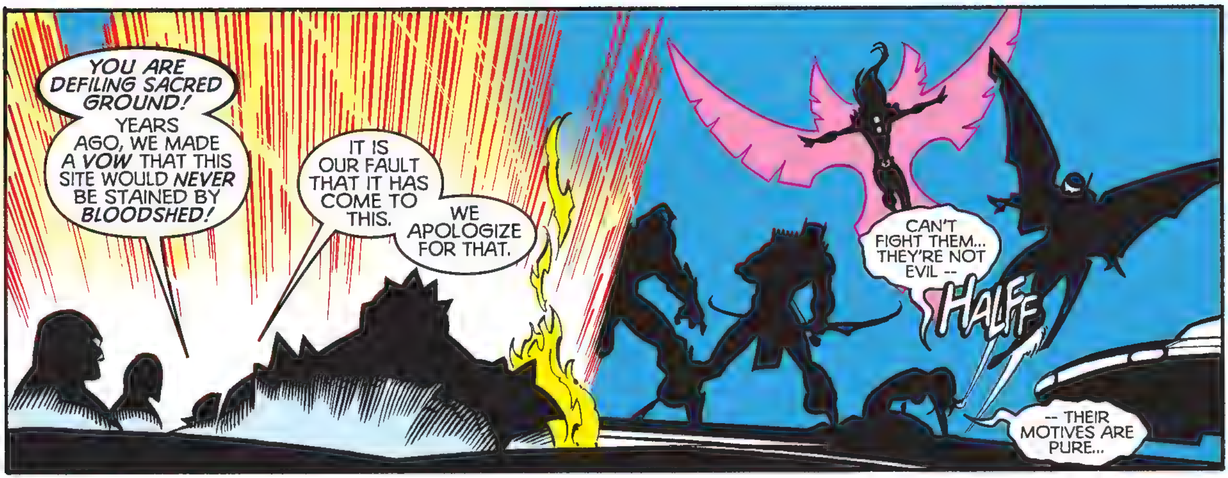

NOT BAD AT ALL, ABE!
ARMOR AUTOMATICALLY REGISTERS A RECONNAISSANCE RADAR FROM A PERIMETER OUTPOST --
-- AND SPITS OUT ELECTROMAGNETIC *COUNTERMEASURES* TO SCRAMBLE THEIR SYSTEMS...
AUDIO PICKS UP THEIR WORDS AS IF THEY WERE STANDING RIGHT NEXT TO ME!
SORRY, GUYS, HOPE YOU DON'T GET IN TROUBLE FOR MISSING ME... BUT JUST BY YOUR PRESENCE, YOU CONFIRMED I'M GETTING CLOSE...
DID YOU SEE ANYTHING ON SCREEN, KLAÜS?
NEIN.
SCANNING THE TERRAIN FOR THE HELICARRIER -- OR SOME SIGN OF A BASE -- ABOVE OR UNDERGROUND...
...SPECTRAL ANALYSIS COVERS INFRA-RED, BIOTHERMAL SIGNATURES, GEOTHERMIC EMISSIONS, COMPARATIVE TOPOGRAPHY...
...NOTHING REGISTERING AT ALL?
BUT WHY WOULD THEY HAVE AN OUTPOST SET UP IF THERE WAS NOTHING TO GUARD?
THEY *HAVE* TO BE HERE -- WHY CAN'T EVEN MY ADVANCED SURVEILLANCE SYSTEMS FIND THEM?

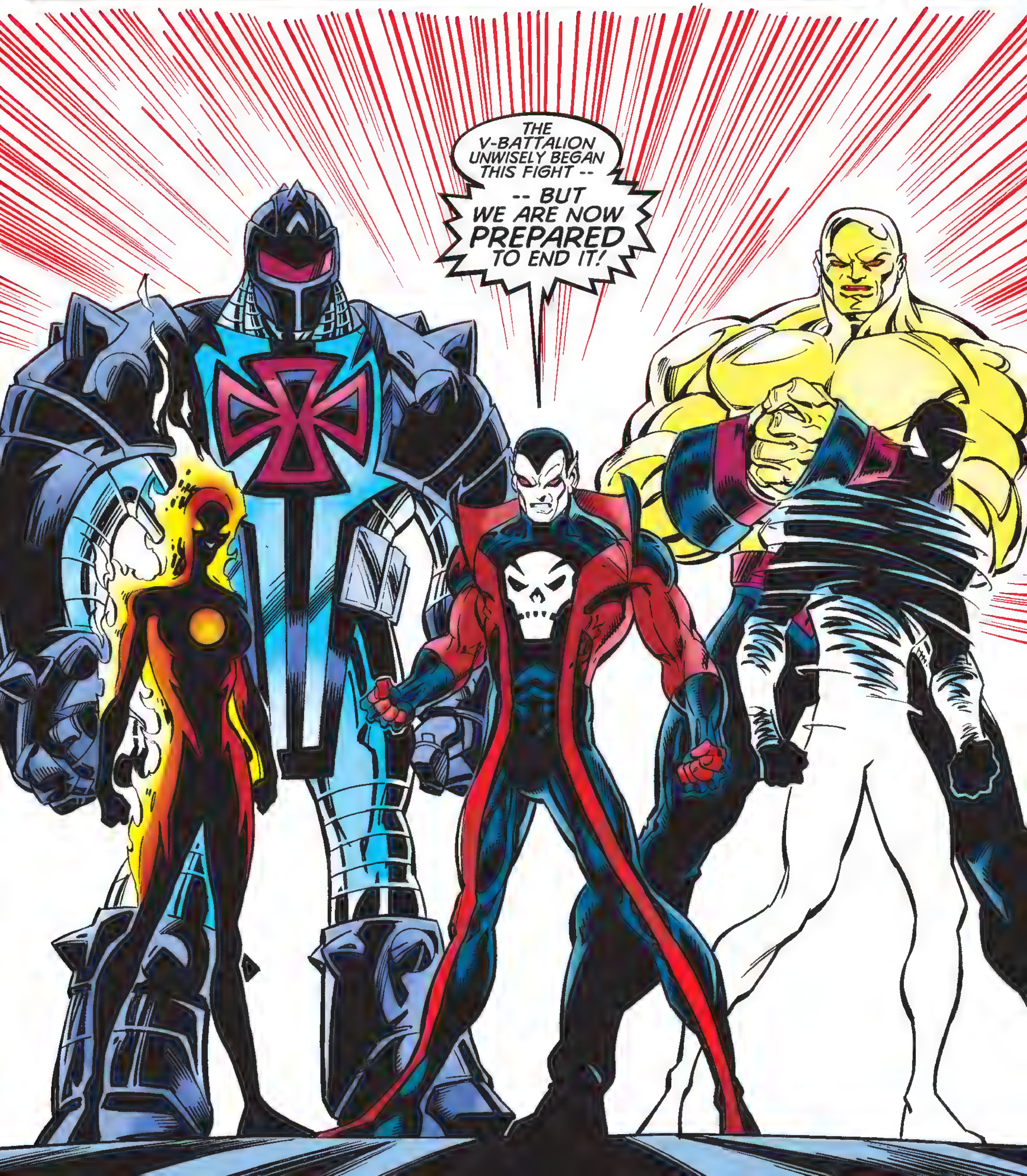

SECONDS LATER...
THERE'S A CASTLE -- IT'S IN THE *SPRAY FIELD* OGRE MAPPED OUT --
-- BUT THERE'S NO SIGN OF THE CARRIER!
IF THE CASTLE *IS* THEIR HQ, *WHERE* COULD THEY BE HIDING THE SHIP?
ONLY WAY TO FIND OUT IS TO GET MY *SECRET WEAPON* INSIDE THERE...
...BUT IF THE CASTLE *ISN'T* WHERE THE V-BATTALION PARKS THEIR BIRD --
-- NOBODY -- NOT EVEN *FILTHY RICH ROYALTY* -- DESERVES HAVING THE *SANDMAN* BREAKING INTO THEIR HOME!
MARKO -- I THINK THIS IS IT -- BUT I'M NOT SURE.
KEEP FLYIN' -- YOU'LL RUN RIGHT INTO 'EM!
SOMETHING ODD ON THE SCANNER.
I DON'T SEE ANYTHING THERE.
EXACTLY -- I GOT A BLIP THAT REGISTERED ON A NEARLY *IDENTICAL* SIGNATURE AS OUR OWN *CLOAKING FIELD!*
A *MAN-SIZED* OBJECT --
ABE --?
-- MOVING ALONGSIDE THE PERIMETER CLOAK.
"IT'S LIKE SPOTTING A CHAMELEON SCAMPERING UP A TREE!"

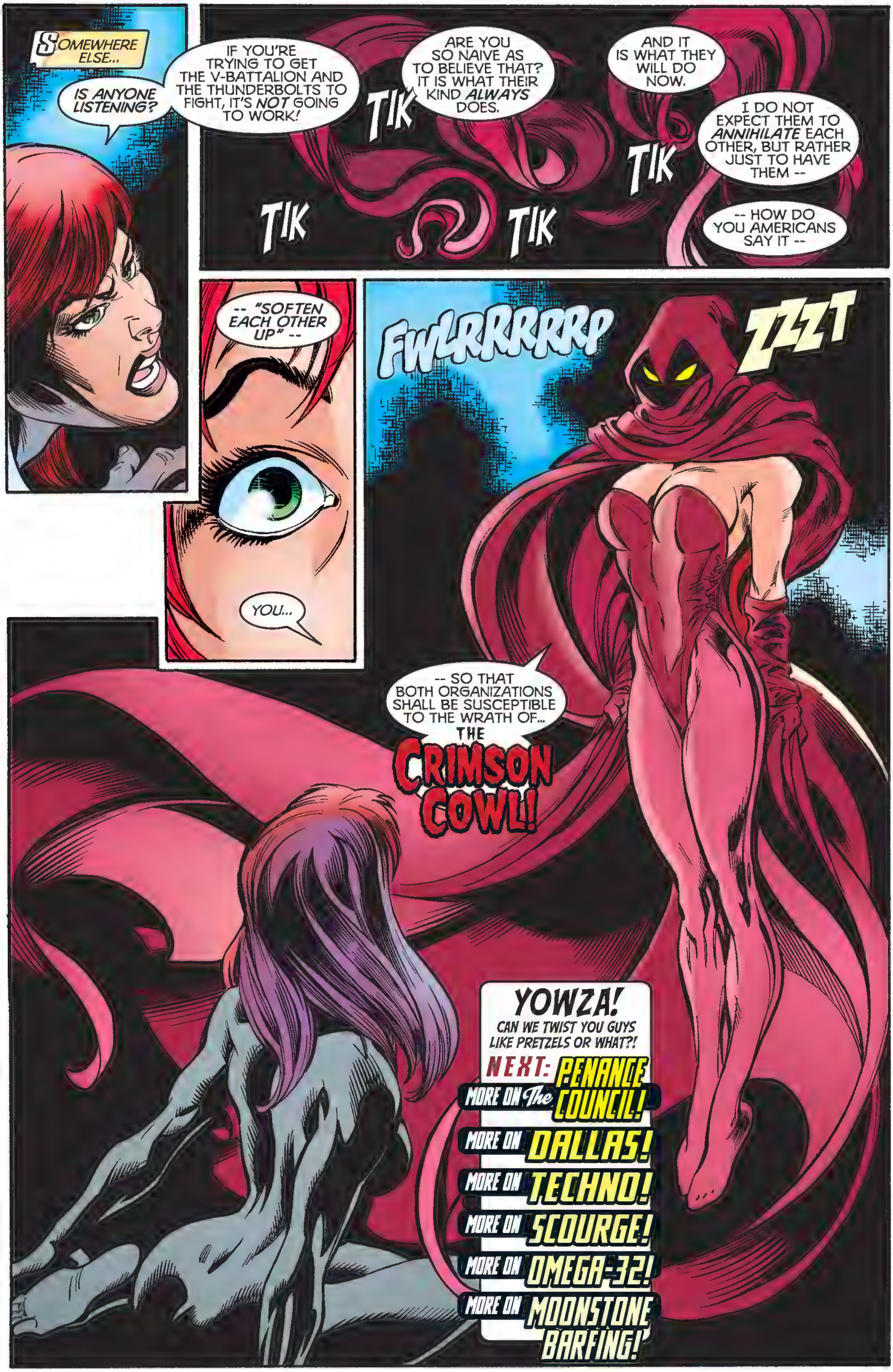

NOW SIT BACK AN' TAKE A GANDER...
AT WHAT?
THIS!
THE SAND -- SPREADING ACROSS SOME KIND OF *SOLID* OBJECT --
-- IT'S A *SHIP'S HULL!*
YUP. HEARD WHISPERS ABOUT IT -- *"THE SHIP NO ONE EVER SAW"* --
WELL, EVERYONE *WILL* SEE IT --
PHOOT
PHOOT
-- AFTER IT GETS NAILED BY TWO *E-M PULSE GRENADES!*
THE ELECTROMAGNETIC EXPLOSION CRACKLES ACROSS THE INVISIBLE FIELD, DISRUPTING THE DOCKED SHIP'S CLOAK --
-- AND GETTING EVERYONE'S ATTENTION!
PRAPP DRAPP DRAPP
ALARMS? MUST BE THE T-BOLTS -- WHY DID THEY HAVE TO GET HERE SO QUICKLY?
GRMMM
I BARELY HAD ENOUGH TIME TO FIND OUT ANYTHING!
UH-OH.


OKAY, CAN'T SAY THIS IS A PART OF THE PLAN I LIKED MUCH...
...PLAYING *HUMAN TARGET* SO THAT I CAN DRAW THEIR ATTENTION AWAY --
"-- FROM SANDMAN AS HE *INFILTRATES* THE SHIP!"
COULD DO THIS NICE AND QUIET --
-- SIFT MY WAY THROUGH SEAMS AN' CRACKS ALL OVER THE SHIP LOOKIN' FOR THIS ATLAS GUY --
-- BUT WHY BE *SUBTLE* WHEN *BUSTIN' HEADS* IS SO MUCH MORE *FUN?*
HMM... LOOKS LIKE I FOUND MY MAN -- AN' HE BEAT ME TO THE PUNCH!
I DON'T WANT TO HURT ANYONE -- I JUST WANT TO KNOW ABOUT DALLAS!
WIMP!
WE'RE UNDER ATTACK FROM WITHIN AND WITHOUT!
VE HAVE NO ONE TO BLAME BUT OURSELVES, ROGER!
I KNOW, HELMUT -- WHICH IS WHY FOR THE FIRST TIME IN *YEARS* --
-- THE PENANCE COUNCIL IS GOING TO *SUIT UP* AND PROVIDE A HANDS-ON SOLUTION TO THE PROBLEM!


I'M FASTER, BUT THERE'RE TOO MANY OF THEM! EVENTUALLY --
POW
A PINK BOXING GLOVE?
MAN, I DO LOVE THAT GAL!
WHAT SAY WE EVEN UP THE ODDS A BIT HERE?
FIVE OF US AND FIVE HUNDRED OF THEM...
...I'D SAY THE ODDS WERE IN OUR FAVOR, SONGBIRD!
Y'KNOW, YOU GUYS WERE NEVER THIS COCKY BEFORE I CAME ABOARD...
V-BATTALION STAND DOWN!
BUT --
AARGHH!
MOONSTONE -- WHAT IS IT?
FEEL -- SICK --
BLORRCH
REMIND ME NEVER TO HAVE HAWKEYE'S CHILI...


YOU ARE DEFILING SACRED GROUND! YEARS AGO, WE MADE A VOW THAT THIS SITE WOULD NEVER BE STAINED BY BLOODSHED!
IT IS OUR FAULT THAT IT HAS COME TO THIS.
WE APOLOGIZE FOR THAT.
CAN'T FIGHT THEM... THEY'RE NOT EVIL --
HALFF
-- THEIR MOTIVES ARE PURE...


THE V-BATTALION UNWISELY BEGAN THIS FIGHT --
-- BUT WE ARE NOW PREPARED TO END IT!


SOMEWHERE ELSE...
IS ANYONE LISTENING?
IF YOU'RE TRYING TO GET THE V-BATTALION AND THE THUNDERBOLTS TO FIGHT, IT'S *NOT* GOING TO WORK!
TIK
TIK
ARE YOU SO NAIVE AS TO BELIEVE THAT? IT IS WHAT THEIR KIND *ALWAYS* DOES.
TIK
AND IT IS WHAT THEY WILL DO NOW.
TIK
I DO NOT EXPECT THEM TO *ANNIHILATE* EACH OTHER, BUT RATHER JUST TO HAVE THEM --
-- HOW DO YOU AMERICANS SAY IT --
-- "SOFTEN EACH OTHER UP" --
YOU...
FWLRRRRRRP
ZZZT
-- SO THAT BOTH ORGANIZATIONS SHALL BE SUSCEPTIBLE TO THE WRATH OF... THE CRIMSON COWL!
YOWZA!
CAN WE TWIST YOU GUYS LIKE PRETZELS OR WHAT?!
NEXT: PENANCE
MORE ON The COUNCIL!
MORE ON DALLAS!
MORE ON TECHNO!
MORE ON SCOURGE!
MORE ON OMEGA-32!
MORE ON MOONSTONE BARFING!

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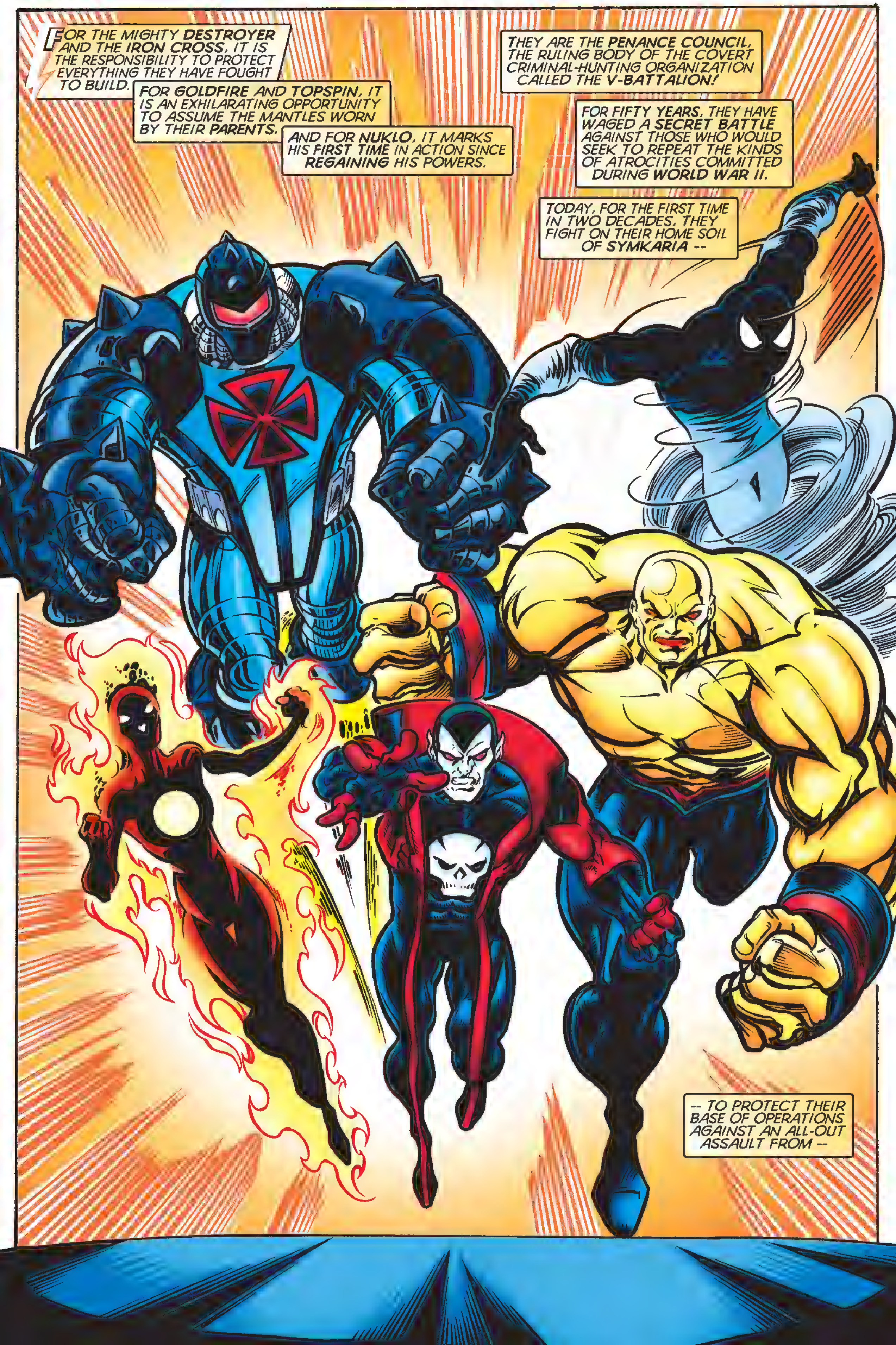
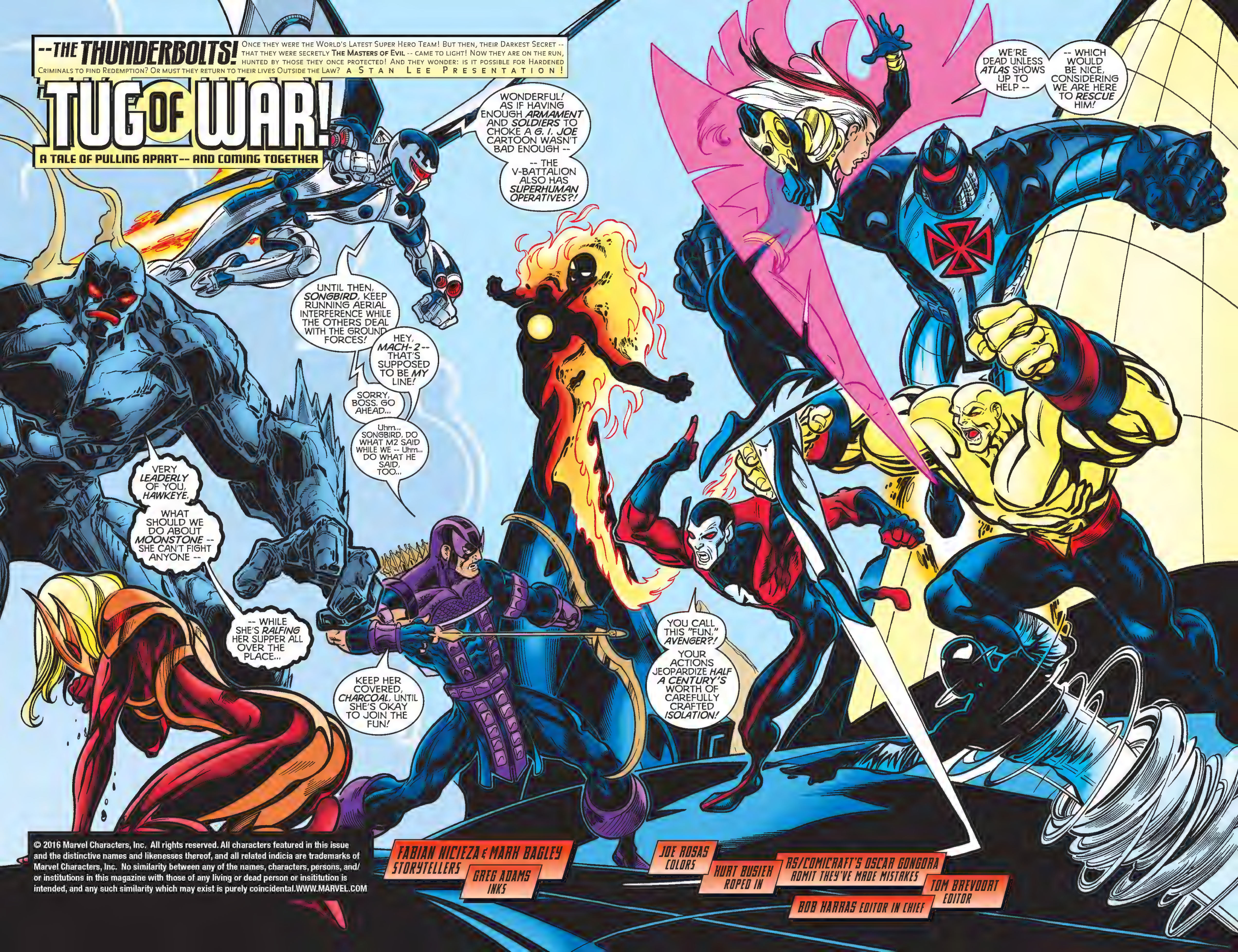
SAND TRAP!
BAGLEY/ ADAMS


FOR THE MIGHTY DESTROYER AND THE IRON CROSS, IT IS THE RESPONSIBILITY TO PROTECT EVERYTHING THEY HAVE FOUGHT TO BUILD.
FOR GOLDFIRE AND TOPSPIN, IT IS AN EXHILARATING OPPORTUNITY TO ASSUME THE MANTLES WORN BY THEIR PARENTS.
AND FOR NUKLO, IT MARKS HIS FIRST TIME IN ACTION SINCE REGAINING HIS POWERS.
THEY ARE THE PENANCE COUNCIL, THE RULING BODY OF THE COVERT CRIMINAL-HUNTING ORGANIZATION CALLED THE V-BATTALION!
FOR FIFTY YEARS, THEY HAVE WAGED A SECRET BATTLE AGAINST THOSE WHO WOULD SEEK TO REPEAT THE KINDS OF ATROCITIES COMMITTED DURING WORLD WAR II.
TODAY, FOR THE FIRST TIME IN TWO DECADES, THEY FIGHT ON THEIR HOME SOIL OF SYMKARIA --
-- TO PROTECT THEIR BASE OF OPERATIONS AGAINST AN ALL-OUT ASSAULT FROM --


--THE THUNDERBOLTS! Once they were the World's Latest Super Hero Team! But then, their Darkest Secret -- that they were secretly The Masters of Evil -- came to light! Now they are on the run, hunted by those they once protected! And they wonder: is it possible for Hardened Criminals to find Redemption? Or must they return to their lives Outside the Law? A STAN LEE PRESENTATION!
TUG OF WAR!
A TALE OF PULLING APART-- AND COMING TOGETHER
WONDERFUL! AS IF HAVING ENOUGH ARMAMENT AND SOLDIERS TO CHOKE A G. I. JOE CARTOON WASN'T BAD ENOUGH --
-- THE V-BATTALION ALSO HAS SUPERHUMAN OPERATIVES?!
WE'RE DEAD UNLESS ATLAS SHOWS UP TO HELP --
-- WHICH WOULD BE NICE, CONSIDERING WE ARE HERE TO RESCUE HIM!
UNTIL THEN, SONGBIRD, KEEP RUNNING AERIAL INTERFERENCE WHILE THE OTHERS DEAL WITH THE GROUND FORCES!
HEY, MACH-2 -- THAT'S SUPPOSED TO BE MY LINE!
SORRY, BOSS. GO AHEAD...
Uhm... SONGBIRD, DO WHAT M2 SAID WHILE WE -- Uhm... DO WHAT HE SAID, TOO...
VERY LEADERLY OF YOU, HAWKEYE.
WHAT SHOULD WE DO ABOUT MOONSTONE -- SHE CAN'T FIGHT ANYONE --
-- WHILE SHE'S RALFING HER SUPPER ALL OVER THE PLACE...
KEEP HER COVERED, CHARCOAL, UNTIL SHE'S OKAY TO JOIN THE FUN!
YOU CALL THIS "FUN," AVENGER?!
YOUR ACTIONS JEOPARDIZE HALF A CENTURY'S WORTH OF CAREFULLY CRAFTED ISOLATION!
FABIAN NICIEZA & MARK BAGLEY STORYTELLERS
GREG ADAMS INKS
JOE ROSAS COLORS
KURT BUSIEK ROPED IN
RS/COMICRAFT'S OSCAR GONGORA ADMIT THEY'VE MADE MISTAKES
TOM BREVOORT EDITOR
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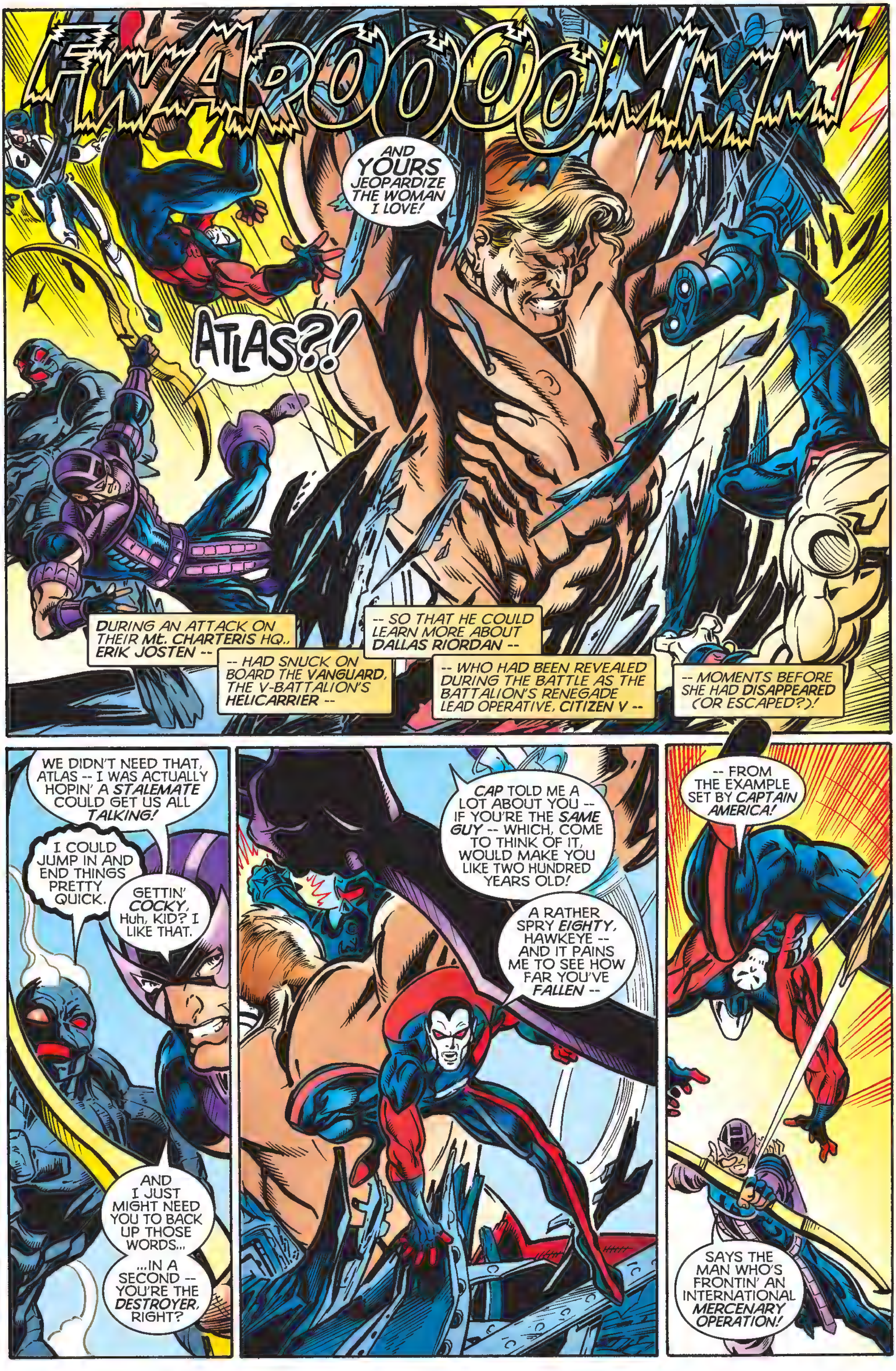
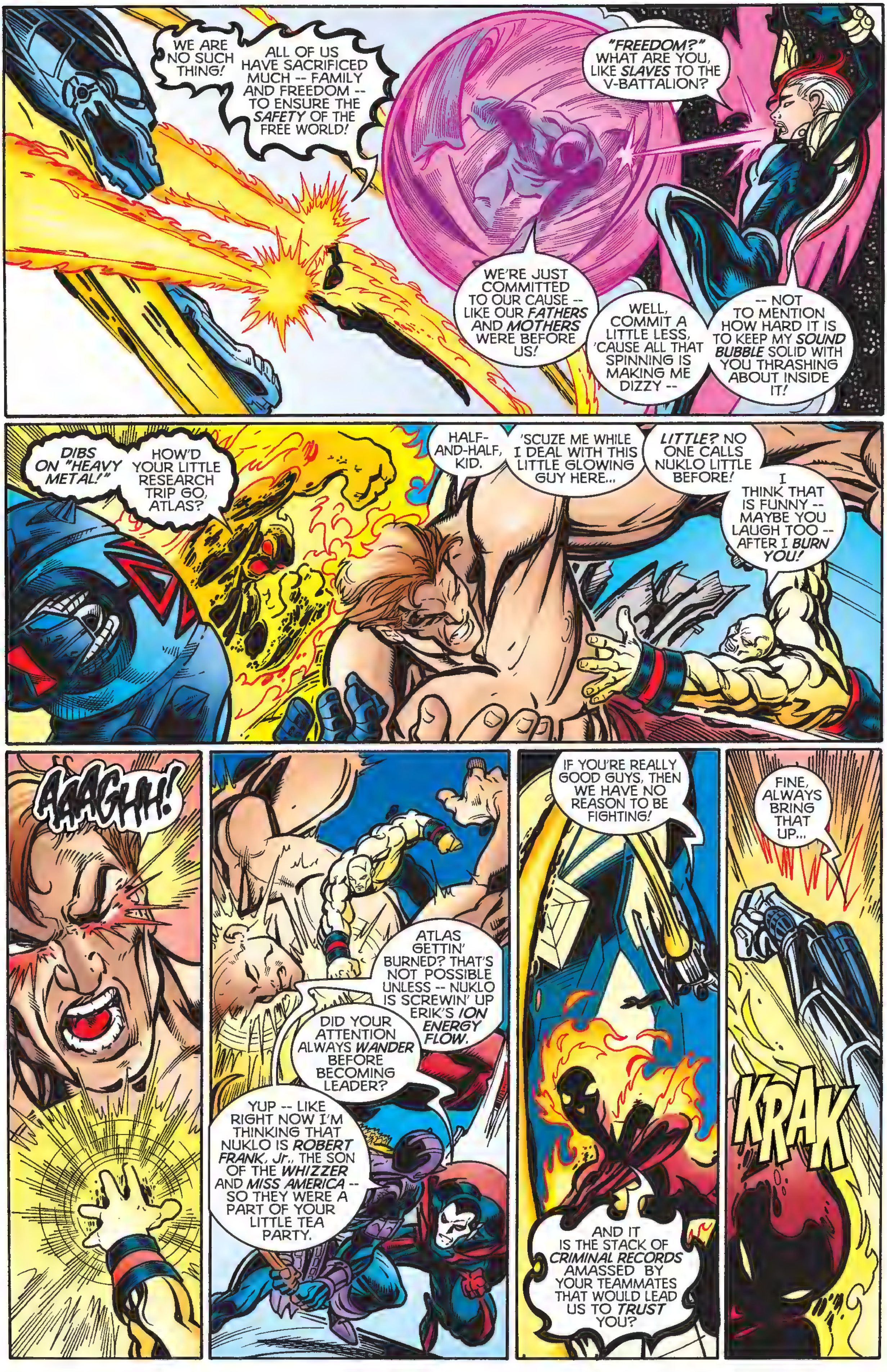
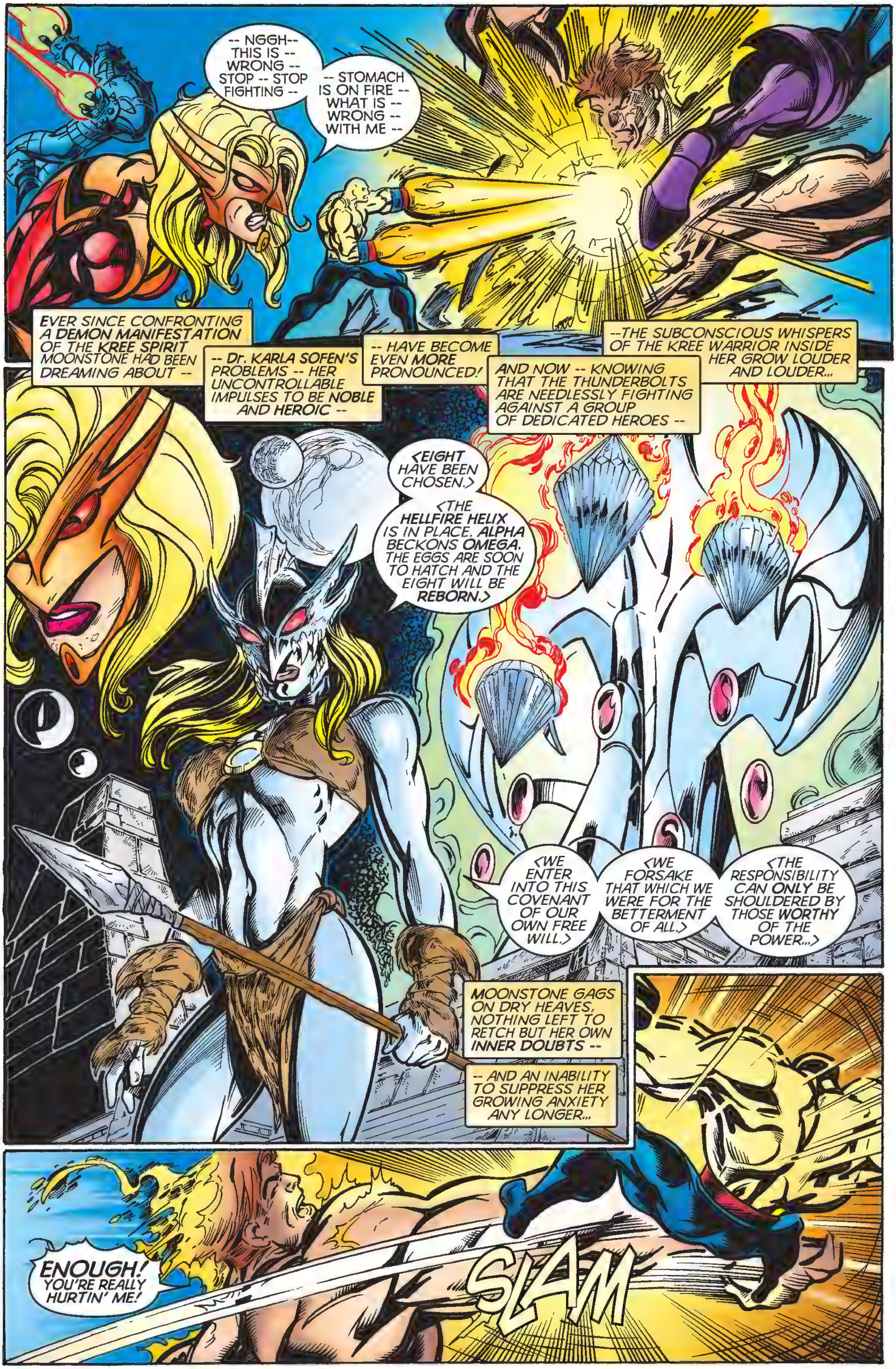
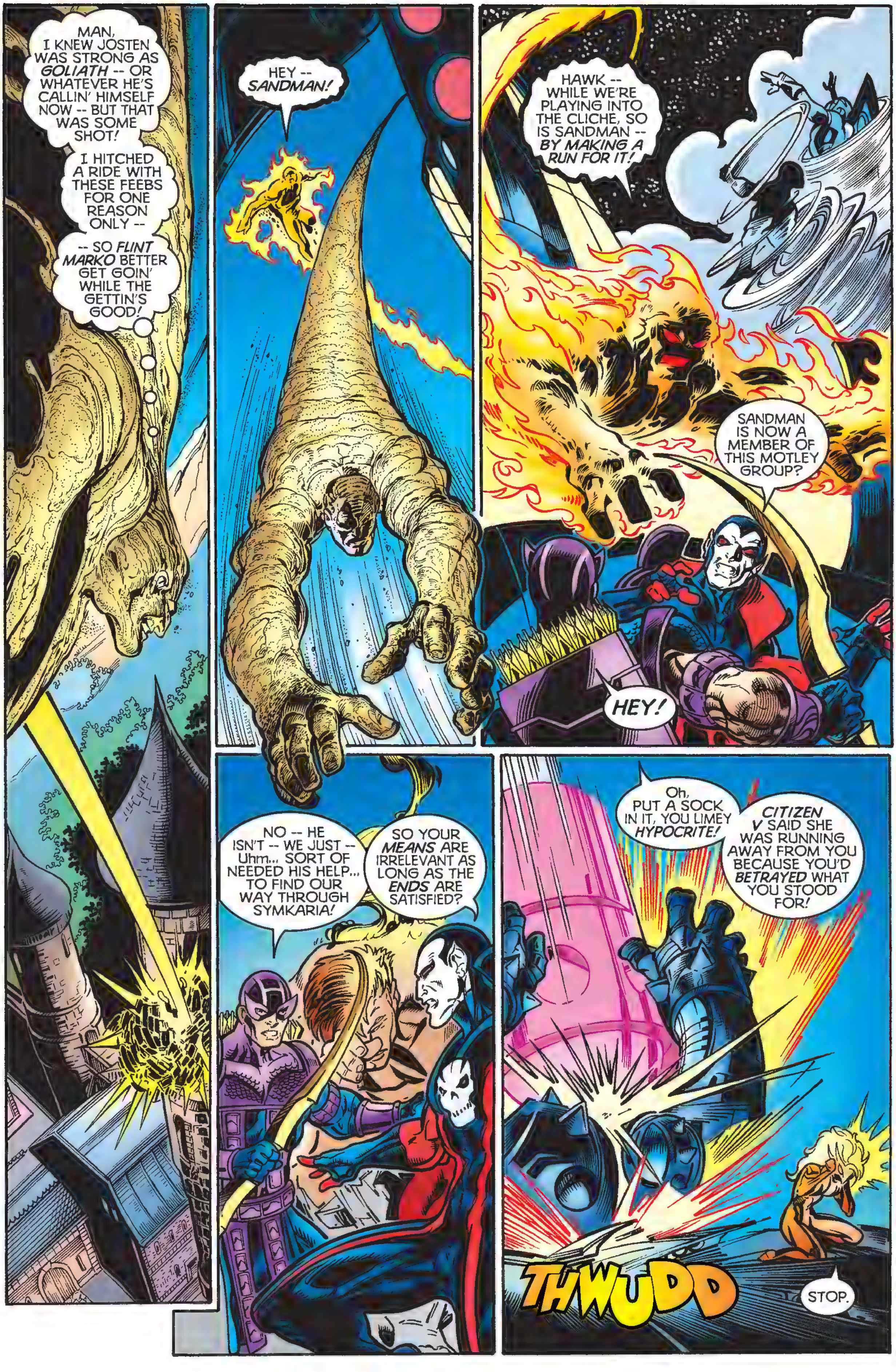
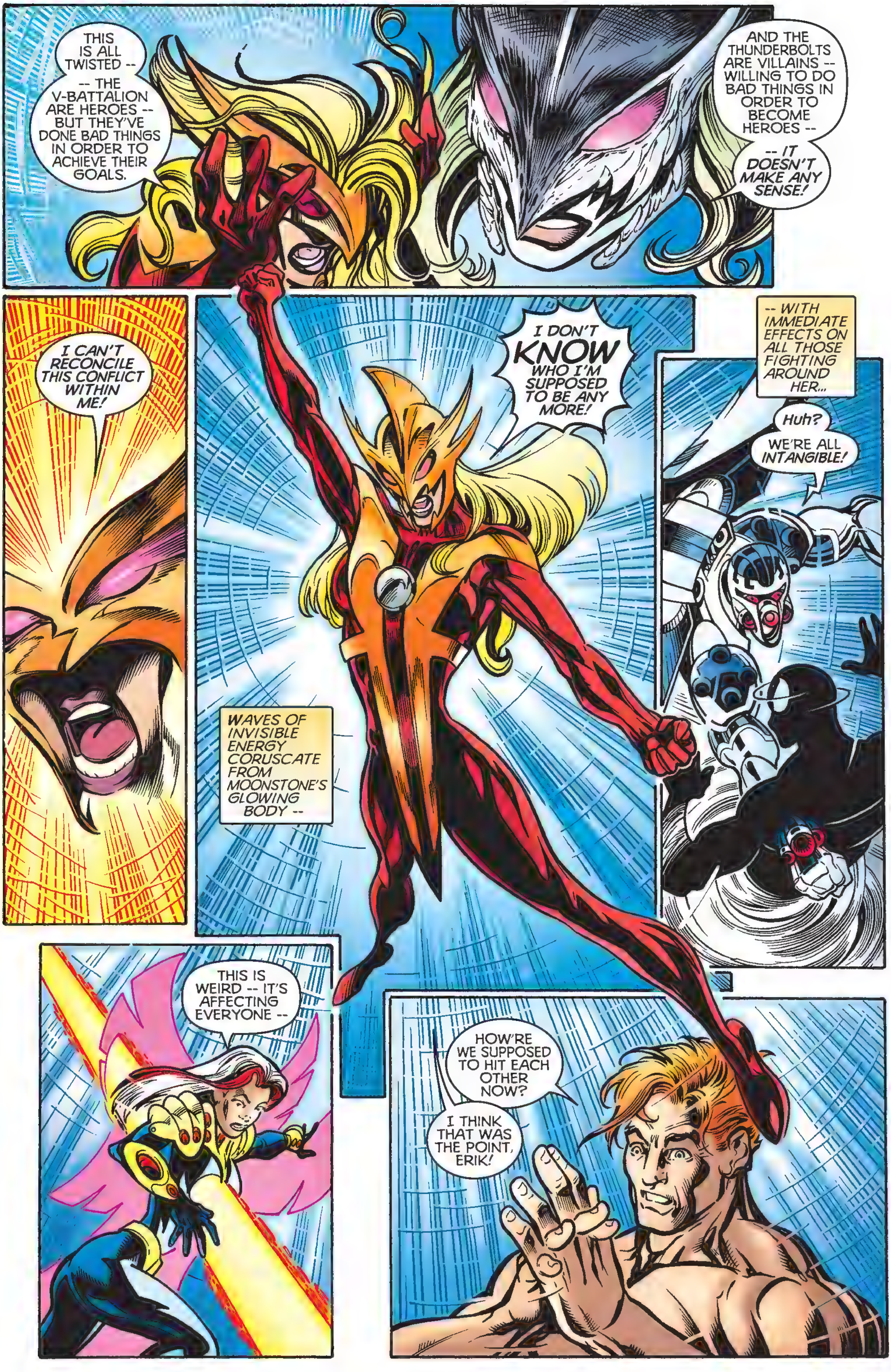
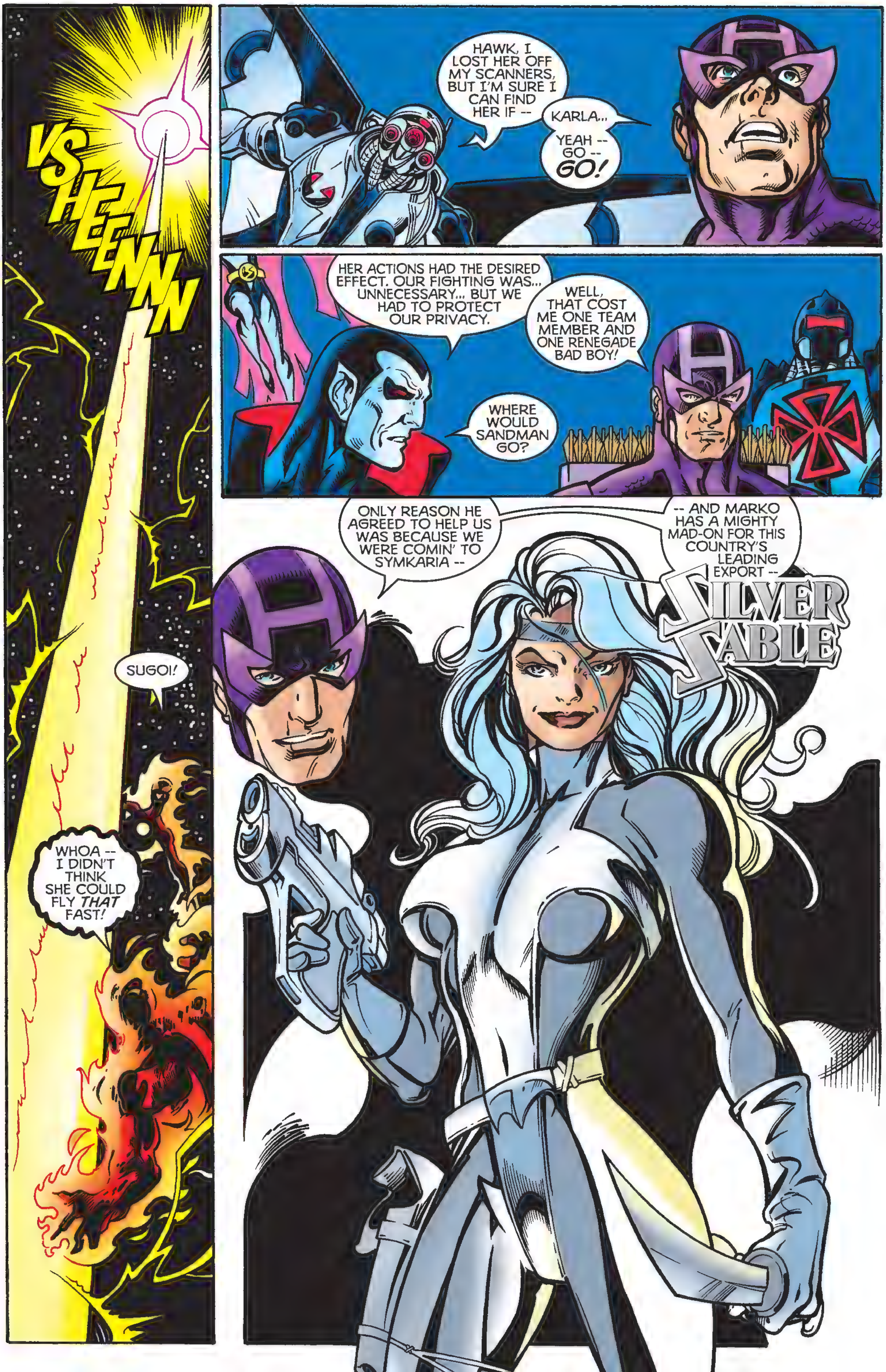

FWAROOOOOMMM
AND YOURS JEOPARDIZE THE WOMAN I LOVE!
ATLAS?!
DURING AN ATTACK ON THEIR Mt. CHARTERIS HQ., ERIK JOSTEN --
-- HAD SNUCK ON BOARD THE VANGUARD, THE V-BATTALION'S HELICARRIER --
-- SO THAT HE COULD LEARN MORE ABOUT DALLAS RIORDAN --
-- WHO HAD BEEN REVEALED DURING THE BATTLE AS THE BATTALION'S RENEGADE LEAD OPERATIVE, CITIZEN V --
-- MOMENTS BEFORE SHE HAD DISAPPEARED (OR ESCAPED?)!
WE DIDN'T NEED THAT, ATLAS -- I WAS ACTUALLY HOPIN' A STALEMATE COULD GET US ALL TALKING!
I COULD JUMP IN AND END THINGS PRETTY QUICK.
GETTIN' COCKY, Huh, KID? I LIKE THAT.
AND I JUST MIGHT NEED YOU TO BACK UP THOSE WORDS...
...IN A SECOND -- YOU'RE THE DESTROYER, RIGHT?
CAP TOLD ME A LOT ABOUT YOU -- IF YOU'RE THE SAME GUY -- WHICH, COME TO THINK OF IT, WOULD MAKE YOU LIKE TWO HUNDRED YEARS OLD!
A RATHER SPRY EIGHTY, HAWKEYE -- AND IT PAINS ME TO SEE HOW FAR YOU'VE FALLEN --
-- FROM THE EXAMPLE SET BY CAPTAIN AMERICA!
SAYS THE MAN WHO'S FRONTIN' AN INTERNATIONAL MERCENARY OPERATION!

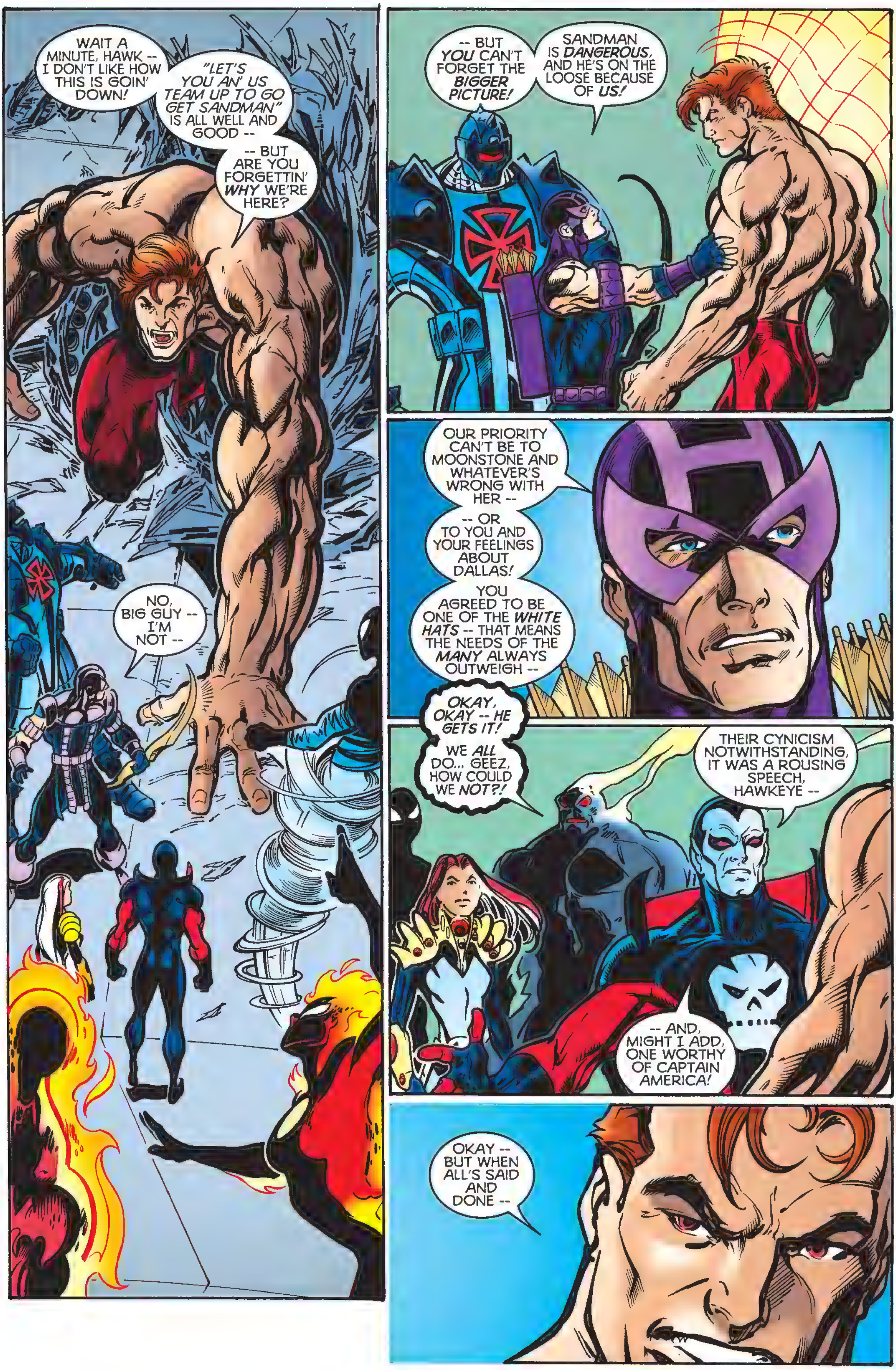

WE ARE NO SUCH THING!
ALL OF US HAVE SACRIFICED MUCH -- FAMILY AND FREEDOM -- TO ENSURE THE *SAFETY* OF THE FREE WORLD!
"FREEDOM?" WHAT ARE YOU, LIKE *SLAVES* TO THE V-BATTALION?
WE'RE JUST COMMITTED TO OUR CAUSE -- LIKE OUR *FATHERS* AND *MOTHERS* WERE BEFORE US!
WELL, COMMIT A LITTLE LESS, 'CAUSE ALL THAT SPINNING IS MAKING ME DIZZY --
-- NOT TO MENTION HOW HARD IT IS TO KEEP MY *SOUND BUBBLE* SOLID WITH YOU THRASHING ABOUT INSIDE IT!
DIBS ON "HEAVY METAL!"
HOW'D YOUR LITTLE RESEARCH TRIP GO, ATLAS?
HALF-AND-HALF, KID.
'SCUZE ME WHILE I DEAL WITH THIS LITTLE GLOWING GUY HERE...
LITTLE? NO ONE CALLS NUKLO LITTLE BEFORE!
I THINK THAT IS FUNNY -- MAYBE YOU LAUGH TOO -- AFTER I *BURN YOU!*
AAAGHH!
ATLAS GETTIN' BURNED? THAT'S NOT POSSIBLE UNLESS -- NUKLO IS SCREWIN' UP ERIK'S *ION ENERGY FLOW.*
DID YOUR ATTENTION ALWAYS *WANDER* BEFORE BECOMING LEADER?
YUP -- LIKE RIGHT NOW I'M THINKING THAT NUKLO IS *ROBERT FRANK, Jr.*, THE SON OF THE *WHIZZER* AND *MISS AMERICA* -- SO THEY WERE A PART OF YOUR LITTLE TEA PARTY.
IF YOU'RE REALLY GOOD GUYS, THEN WE HAVE NO REASON TO BE FIGHTING!
AND IT IS THE STACK OF *CRIMINAL RECORDS* AMASSED BY YOUR TEAMMATES THAT WOULD LEAD US TO *TRUST* YOU?
FINE, ALWAYS BRING THAT UP...
KRAK

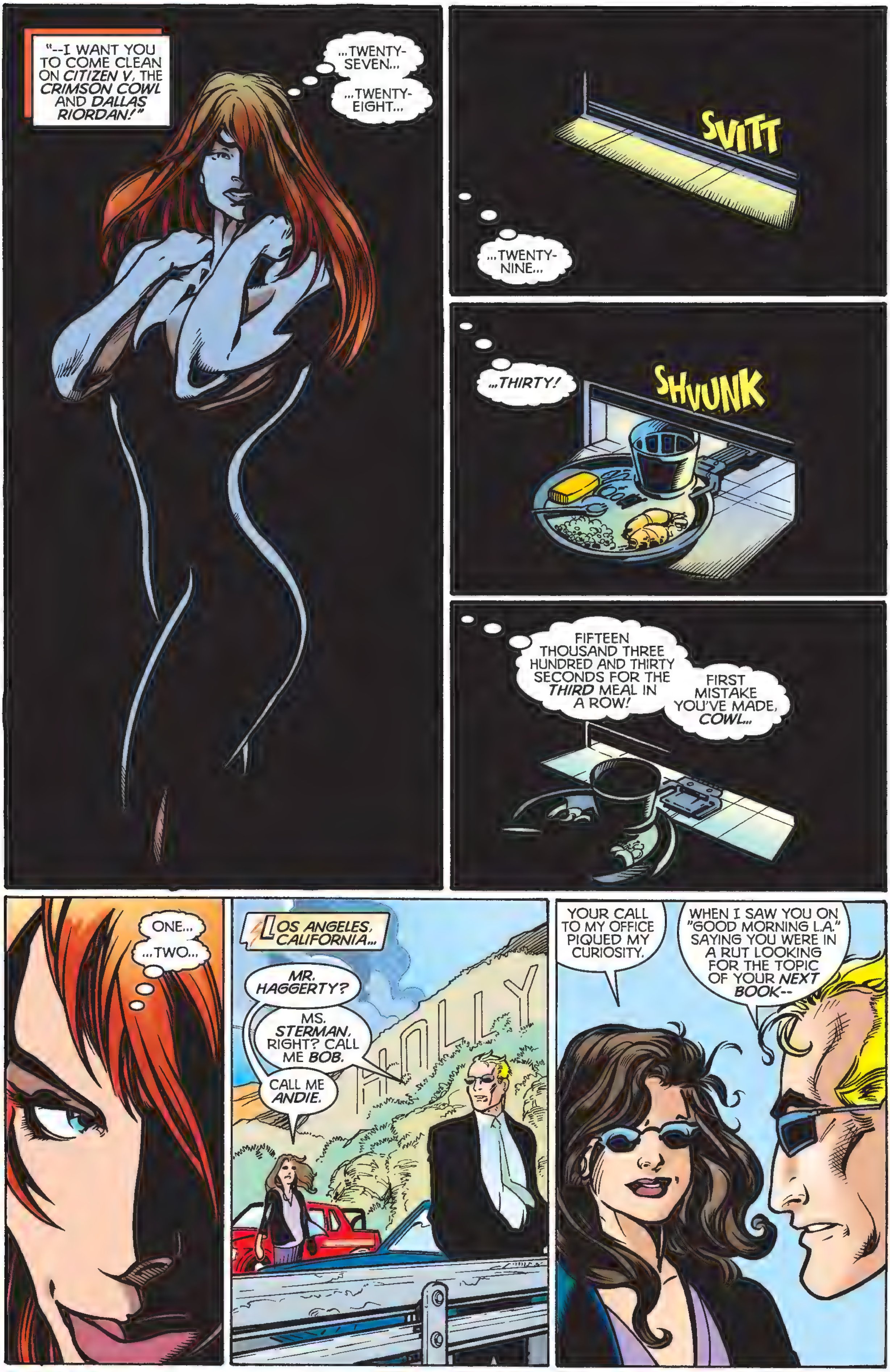

-- NGGH-- THIS IS -- WRONG -- STOP -- STOP FIGHTING --
-- STOMACH IS ON FIRE -- WHAT IS -- WRONG -- WITH ME --
EVER SINCE CONFRONTING A DEMON MANIFESTATION OF THE KREE SPIRIT MOONSTONE HAD BEEN DREAMING ABOUT --
-- Dr. KARLA SOFEN'S PROBLEMS -- HER UNCONTROLLABLE IMPULSES TO BE NOBLE AND HEROIC --
-- HAVE BECOME EVEN MORE PRONOUNCED!
AND NOW -- KNOWING THAT THE THUNDERBOLTS ARE NEEDLESSLY FIGHTING AGAINST A GROUP OF DEDICATED HEROES --
--THE SUBCONSCIOUS WHISPERS OF THE KREE WARRIOR INSIDE HER GROW LOUDER AND LOUDER...
<EIGHT HAVE BEEN CHOSEN.>
<THE HELLFIRE HELIX IS IN PLACE. ALPHA BECKONS OMEGA. THE EGGS ARE SOON TO HATCH AND THE EIGHT WILL BE REBORN.>
<WE ENTER INTO THIS COVENANT OF OUR OWN FREE WILL.>
<WE FORSAKE THAT WHICH WE WERE FOR THE BETTERMENT OF ALL.>
<THE RESPONSIBILITY CAN ONLY BE SHOULDERED BY THOSE WORTHY OF THE POWER...>
MOONSTONE GAGS ON DRY HEAVES, NOTHING LEFT TO RETCH BUT HER OWN INNER DOUBTS --
-- AND AN INABILITY TO SUPPRESS HER GROWING ANXIETY ANY LONGER...
ENOUGH! YOU'RE REALLY HURTIN' ME!
SLAM

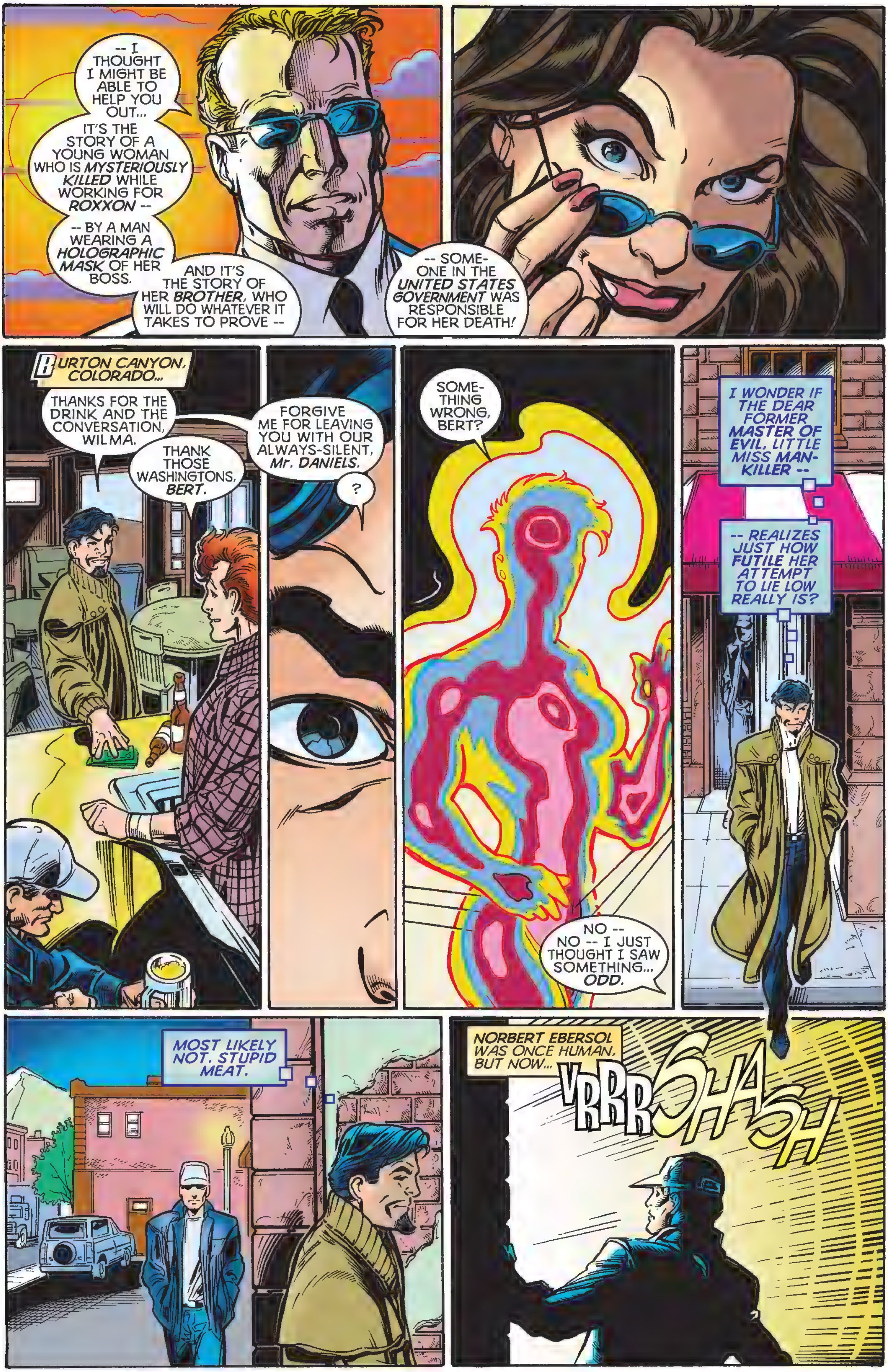

MAN, I KNEW JOSTEN WAS STRONG AS *GOLIATH* -- OR WHATEVER HE'S CALLIN' HIMSELF NOW -- BUT THAT WAS SOME SHOT!
I HITCHED A RIDE WITH THESE FEEBS FOR ONE REASON ONLY --
-- SO *FLINT MARKO* BETTER GET GOIN' WHILE THE GETTIN'S GOOD!
HEY -- *SANDMAN!*
HAWK -- WHILE WE'RE PLAYING INTO THE CLICHE, SO IS SANDMAN -- *BY MAKING A RUN FOR IT!*
SANDMAN IS NOW A MEMBER OF THIS MOTLEY GROUP?
HEY!
NO -- HE ISN'T -- WE JUST -- Uhm... SORT OF NEEDED HIS HELP... TO FIND OUR WAY THROUGH SYMKARIA!
SO YOUR *MEANS* ARE IRRELEVANT AS LONG AS THE *ENDS* ARE SATISFIED?
Oh, PUT A SOCK IN IT, YOU LIMEY *HYPOCRITE!*
CITIZEN V SAID SHE WAS RUNNING AWAY FROM YOU BECAUSE YOU'D *BETRAYED* WHAT YOU STOOD FOR!
THWUDD
STOP.

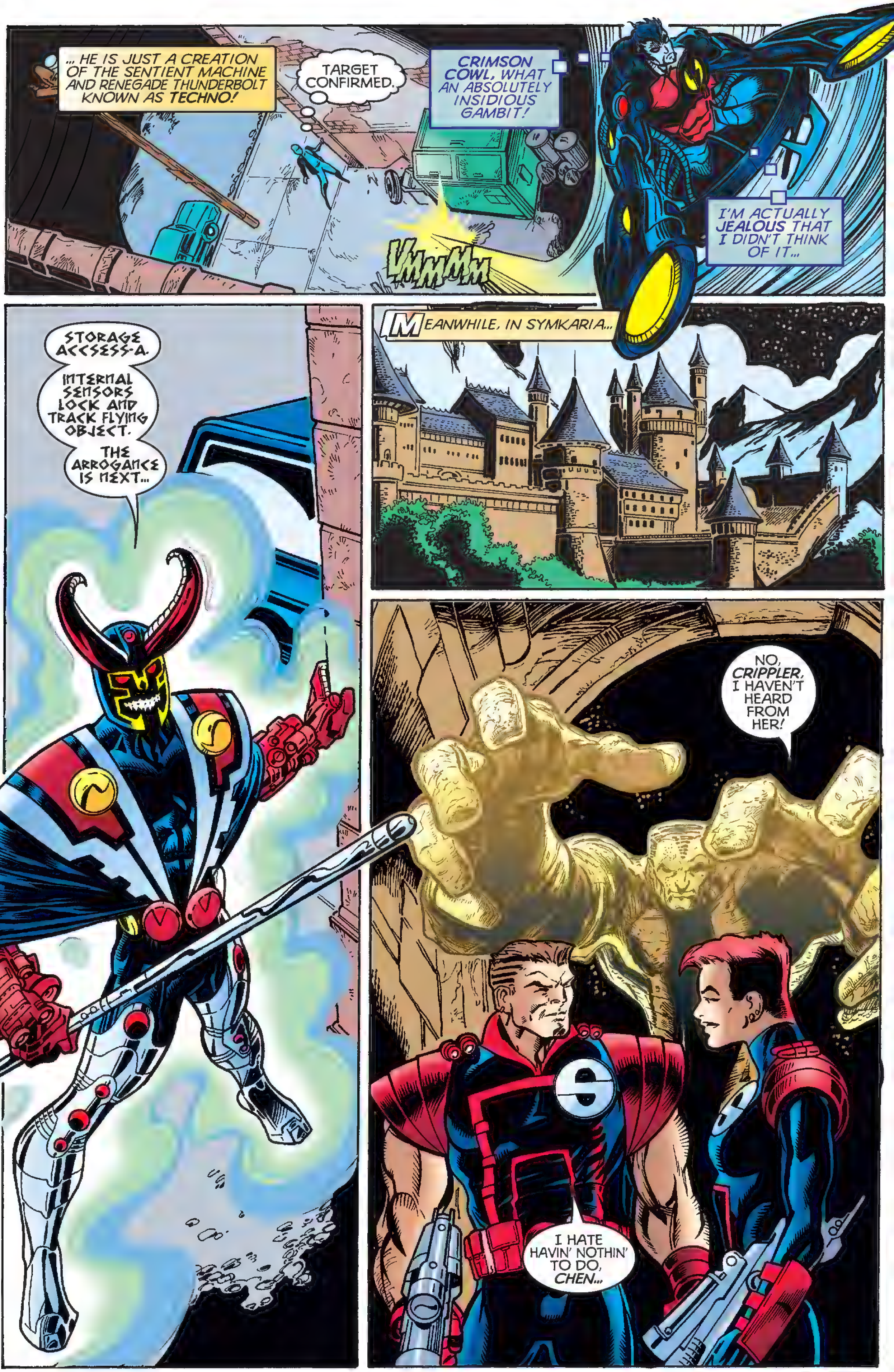

THIS IS ALL TWISTED -- -- THE V-BATTALION ARE HEROES -- BUT THEY'VE DONE BAD THINGS IN ORDER TO ACHIEVE THEIR GOALS.
AND THE THUNDERBOLTS ARE VILLAINS -- WILLING TO DO BAD THINGS IN ORDER TO BECOME HEROES --
-- IT DOESN'T MAKE ANY SENSE!
I CAN'T RECONCILE THIS CONFLICT WITHIN ME!
I DON'T KNOW WHO I'M SUPPOSED TO BE ANY MORE!
WAVES OF INVISIBLE ENERGY CORUSCATE FROM MOONSTONE'S GLOWING BODY --
-- WITH IMMEDIATE EFFECTS ON ALL THOSE FIGHTING AROUND HER...
Huh?
WE'RE ALL INTANGIBLE!
THIS IS WEIRD -- IT'S AFFECTING EVERYONE --
HOW'RE WE SUPPOSED TO HIT EACH OTHER NOW?
I THINK THAT WAS THE POINT, ERIK!

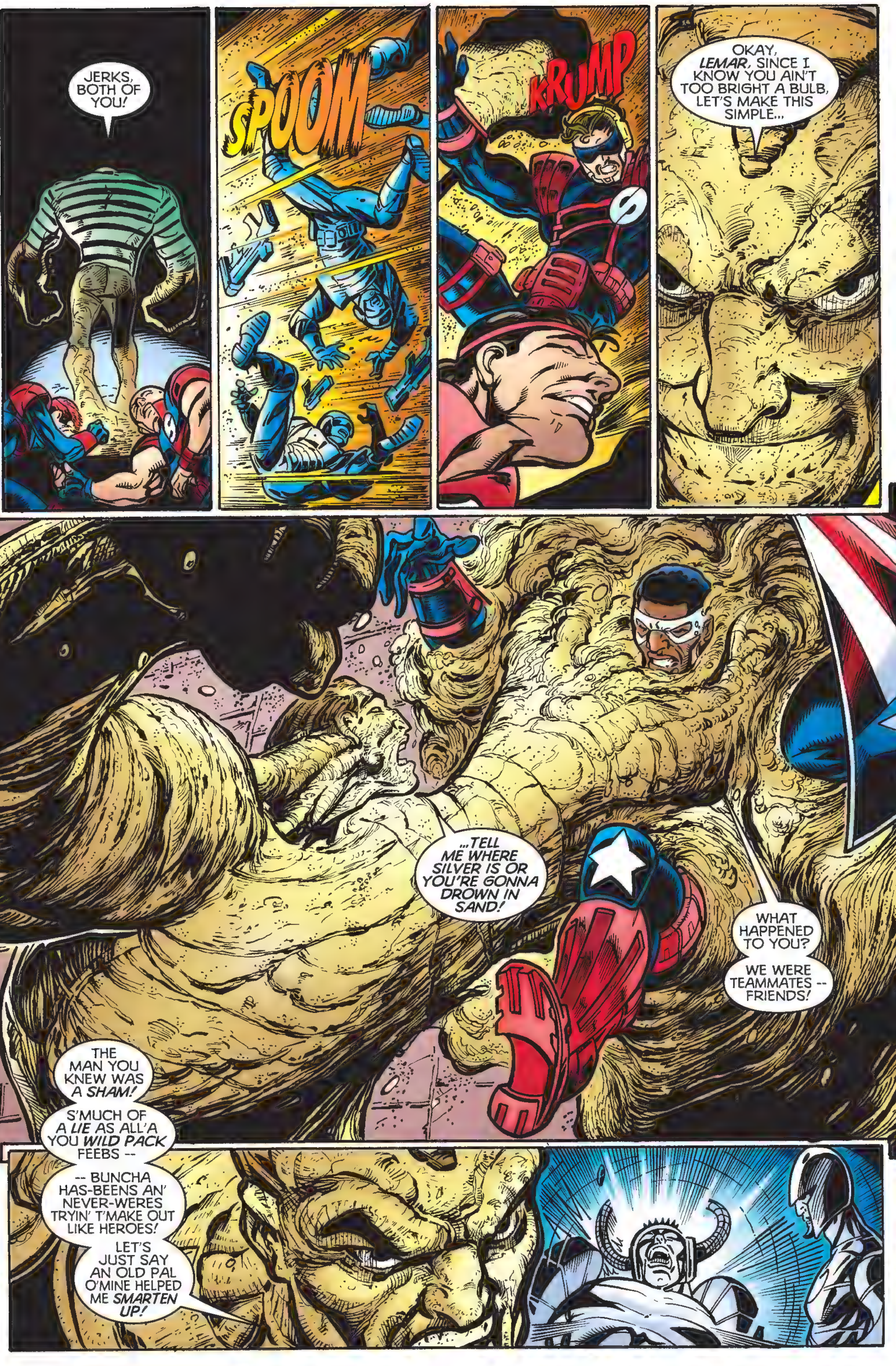

VSHEENNNN
SUGOI!
WHOA -- I DIDN'T THINK SHE COULD FLY *THAT* FAST!
HAWK, I LOST HER OFF MY SCANNERS, BUT I'M SURE I CAN FIND HER IF --
KARLA...
YEAH -- GO -- *GO!*
HER ACTIONS HAD THE DESIRED EFFECT. OUR FIGHTING WAS... UNNECESSARY... BUT WE HAD TO PROTECT OUR PRIVACY.
WELL, THAT COST ME ONE TEAM MEMBER AND ONE RENEGADE BAD BOY!
WHERE WOULD SANDMAN GO?
ONLY REASON HE AGREED TO HELP US WAS BECAUSE WE WERE COMIN' TO SYMKARIA --
-- AND MARKO HAS A MIGHTY MAD-ON FOR THIS COUNTRY'S LEADING EXPORT --
SILVER SABLE

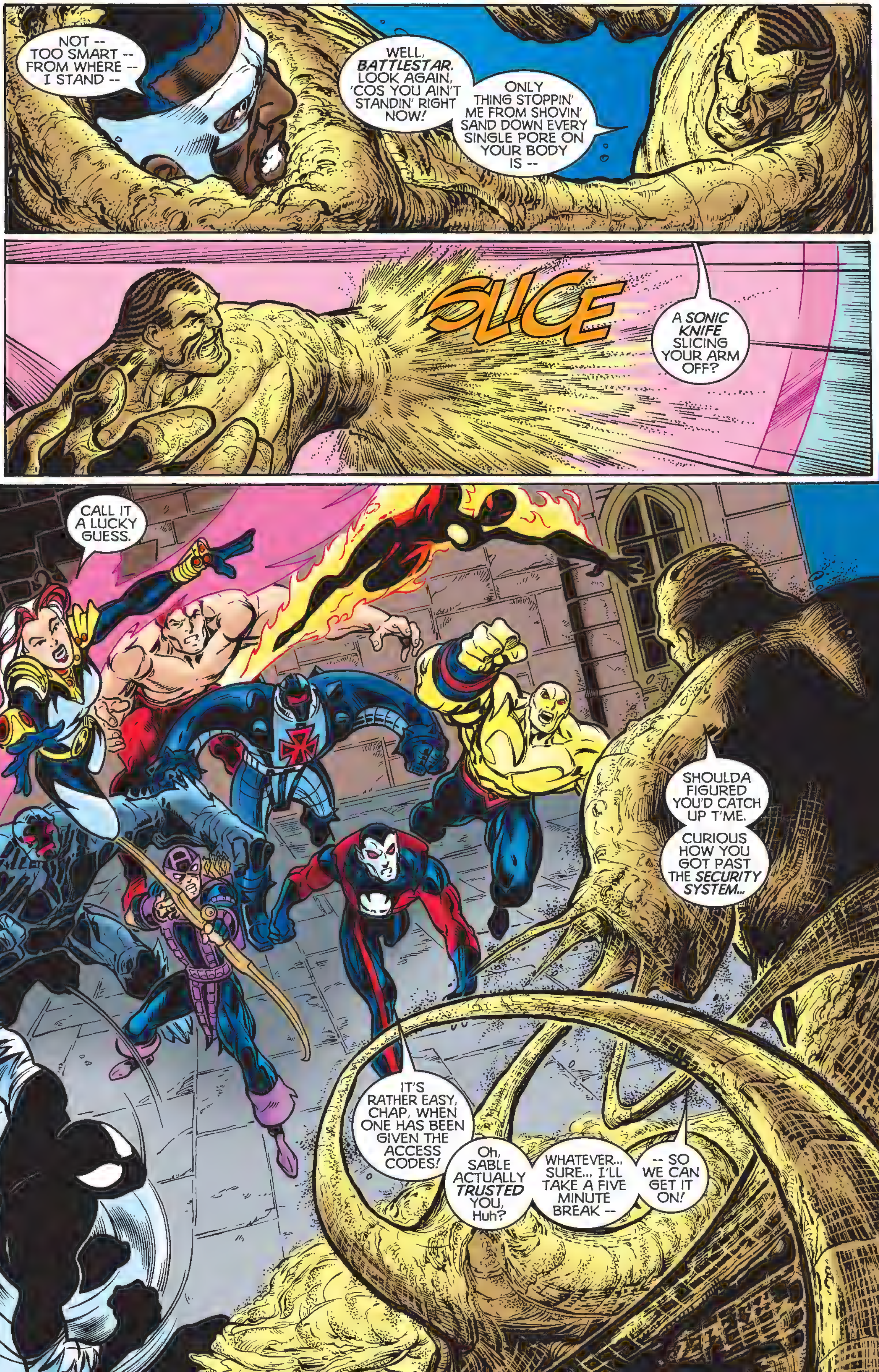

WAIT A MINUTE, HAWK -- I DON'T LIKE HOW THIS IS GOIN' DOWN!
"LET'S YOU AN' US TEAM UP TO GO GET SANDMAN" IS ALL WELL AND GOOD --
-- BUT ARE YOU FORGETTIN' WHY WE'RE HERE?
NO, BIG GUY -- I'M NOT --
-- BUT YOU CAN'T FORGET THE BIGGER PICTURE!
SANDMAN IS DANGEROUS, AND HE'S ON THE LOOSE BECAUSE OF US!
OUR PRIORITY CAN'T BE TO MOONSTONE AND WHATEVER'S WRONG WITH HER --
-- OR TO YOU AND YOUR FEELINGS ABOUT DALLAS!
YOU AGREED TO BE ONE OF THE WHITE HATS -- THAT MEANS THE NEEDS OF THE MANY ALWAYS OUTWEIGH --
OKAY, OKAY -- HE GETS IT!
WE ALL DO... GEEZ, HOW COULD WE NOT?!
THEIR CYNICISM NOTWITHSTANDING, IT WAS A ROUSING SPEECH, HAWKEYE --
-- AND, MIGHT I ADD, ONE WORTHY OF CAPTAIN AMERICA!
OKAY -- BUT WHEN ALL'S SAID AND DONE --

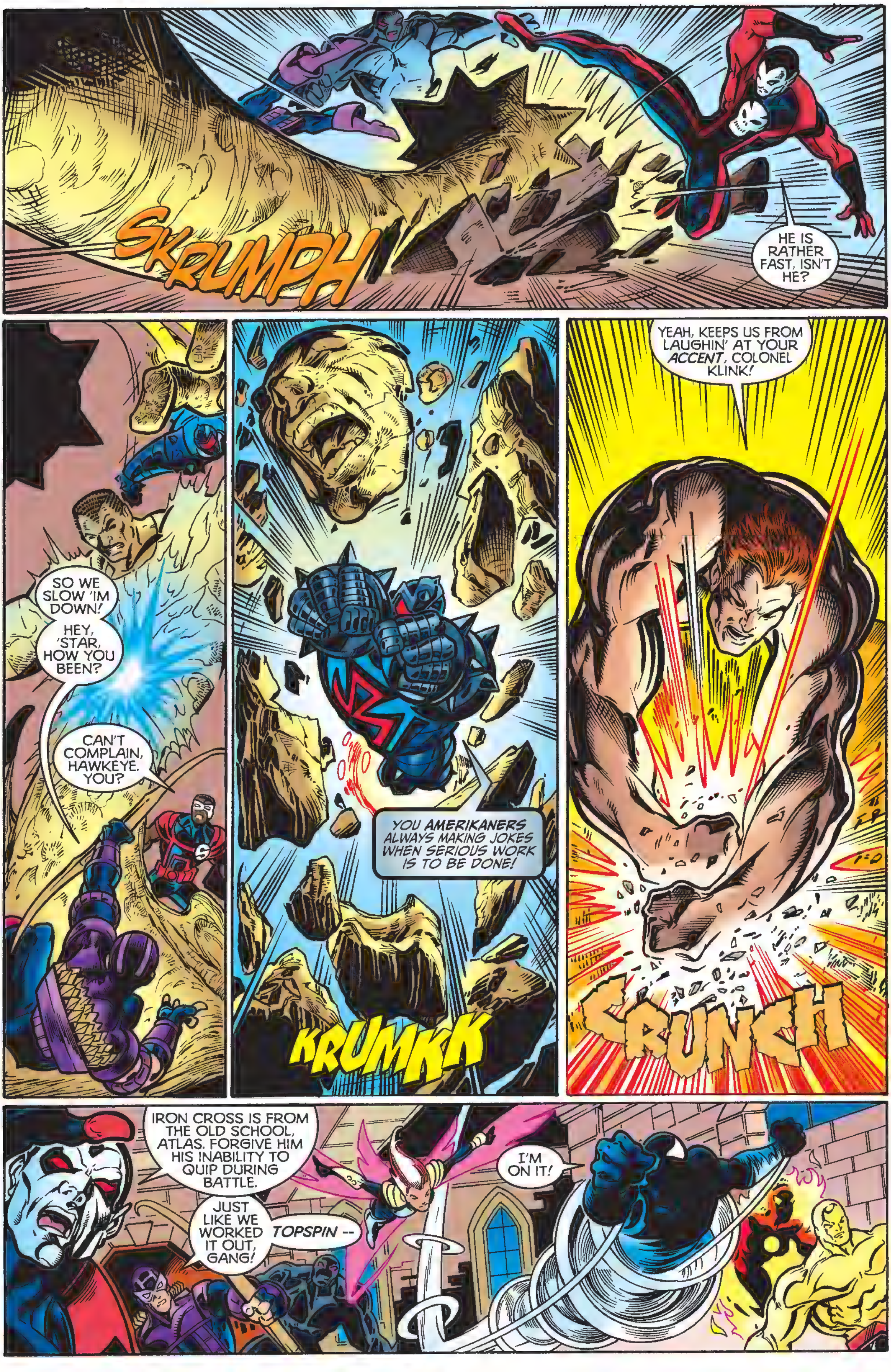

"--I WANT YOU TO COME CLEAN ON *CITIZEN V*, THE *CRIMSON COWL* AND *DALLAS RIORDAN!*"
...TWENTY-SEVEN...
...TWENTY-EIGHT...
SVITT
...TWENTY-NINE...
...THIRTY!
SHVUNK
FIFTEEN THOUSAND THREE HUNDRED AND THIRTY SECONDS FOR THE *THIRD* MEAL IN A ROW!
FIRST MISTAKE YOU'VE MADE, *COWL...*
ONE...
...TWO...
LOS ANGELES, CALIFORNIA...
MR. HAGGERTY?
MS. *STERMAN*, RIGHT? CALL ME *BOB.*
CALL ME *ANDIE.*
HOLLY
YOUR CALL TO MY OFFICE PIQUED MY CURIOSITY.
WHEN I SAW YOU ON "GOOD MORNING L.A." SAYING YOU WERE IN A RUT LOOKING FOR THE TOPIC OF YOUR *NEXT BOOK--*

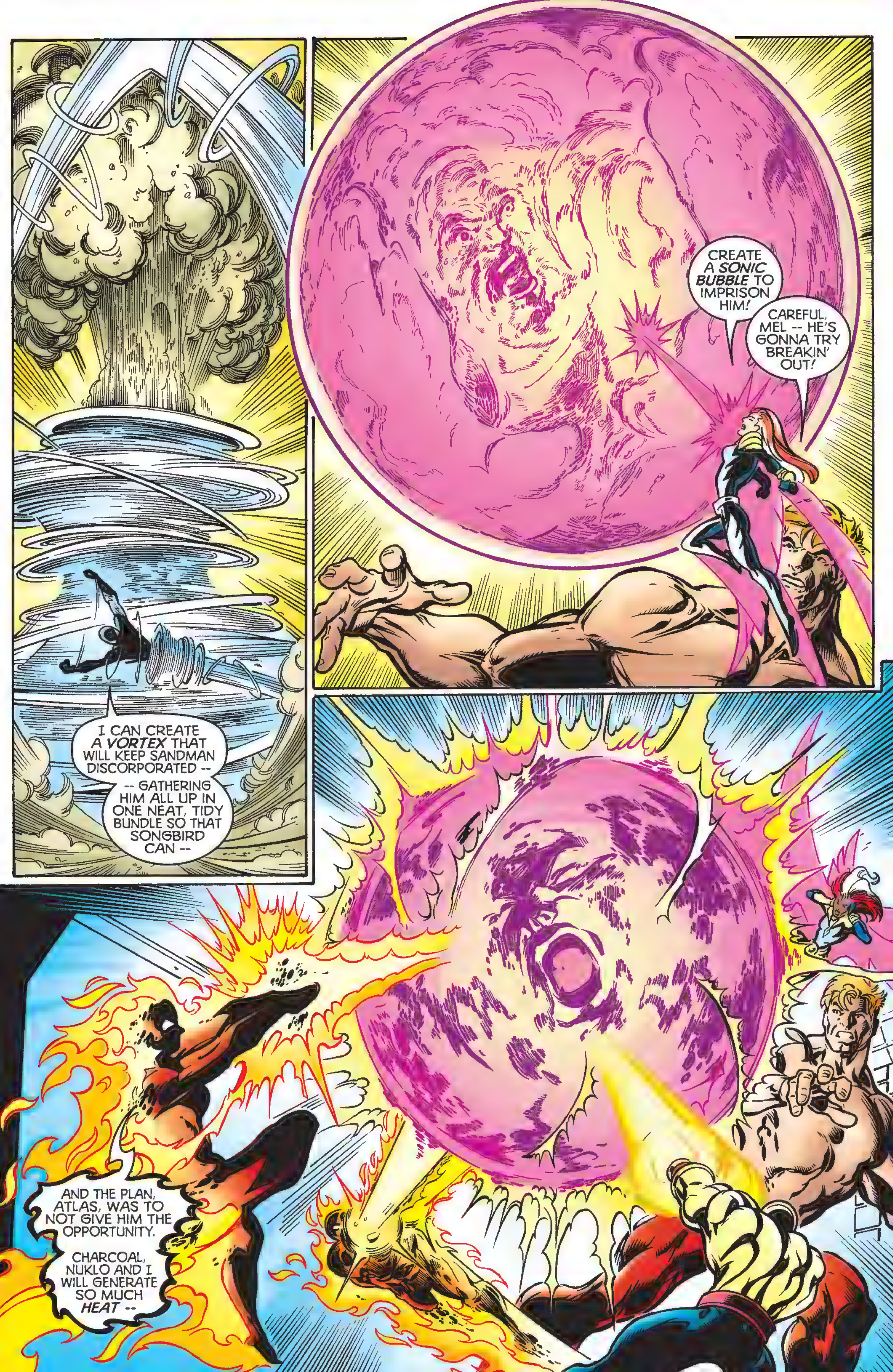

-- I THOUGHT I MIGHT BE ABLE TO HELP YOU OUT...
IT'S THE STORY OF A YOUNG WOMAN WHO IS *MYSTERIOUSLY KILLED* WHILE WORKING FOR *ROXXON* --
-- BY A MAN WEARING A *HOLOGRAPHIC MASK* OF HER BOSS.
AND IT'S THE STORY OF HER *BROTHER*, WHO WILL DO WHATEVER IT TAKES TO PROVE --
-- SOME-ONE IN THE *UNITED STATES GOVERNMENT* WAS RESPONSIBLE FOR HER DEATH!
BURTON CANYON, COLORADO...
THANKS FOR THE DRINK AND THE CONVERSATION, WILMA.
THANK THOSE WASHINGTONS, *BERT*.
FORGIVE ME FOR LEAVING YOU WITH OUR ALWAYS-SILENT, *Mr. DANIELS*.
?
SOME-THING WRONG, BERT?
NO -- NO -- I JUST THOUGHT I SAW SOMETHING... *ODD*.
I WONDER IF THE DEAR FORMER *MASTER OF EVIL*, LITTLE MISS *MAN-KILLER* --
-- REALIZES JUST HOW *FUTILE* HER *ATTEMPT* TO LIE LOW REALLY IS?
MOST LIKELY NOT, STUPID MEAT.
NORBERT EBERSOL WAS ONCE HUMAN, BUT NOW...
VRRRSHASH

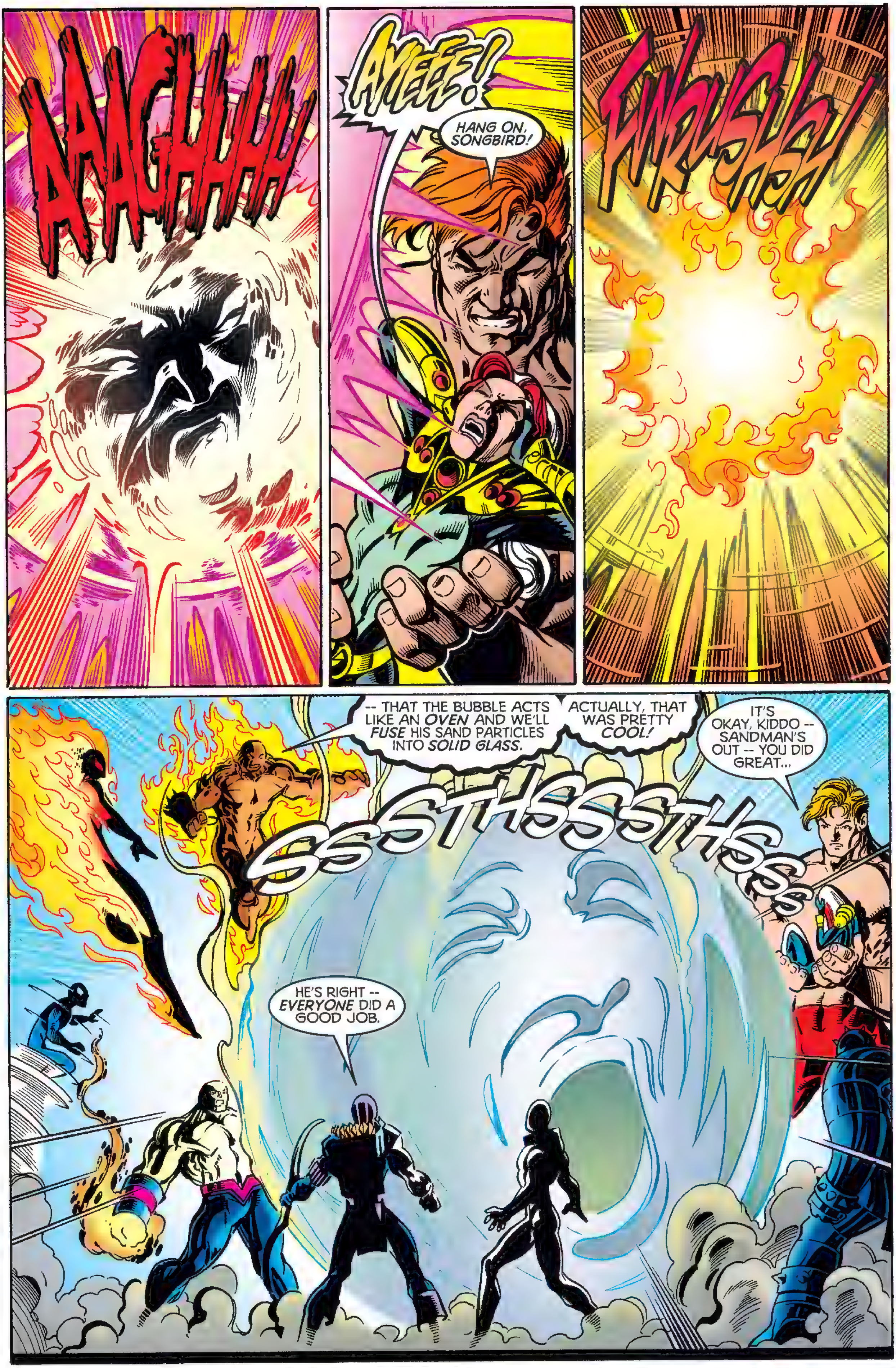

... HE IS JUST A CREATION OF THE SENTIENT MACHINE AND RENEGADE THUNDERBOLT KNOWN AS **TECHNO!**
TARGET CONFIRMED.
CRIMSON COWL, WHAT AN ABSOLUTELY INSIDIOUS GAMBIT!
I'M ACTUALLY **JEALOUS** THAT I DIDN'T THINK OF IT...
VMMMM
STORAGE ACCSESS-A.
INTERNAL SENSORS LOCK AND TRACK FLYING OBJECT.
THE ARROGANCE IS NEXT...
MEANWHILE, IN SYMKARIA...
NO, **CRIPPLER,** I HAVEN'T HEARD FROM HER!
I HATE HAVIN' NOTHIN' TO DO, **CHEN...**

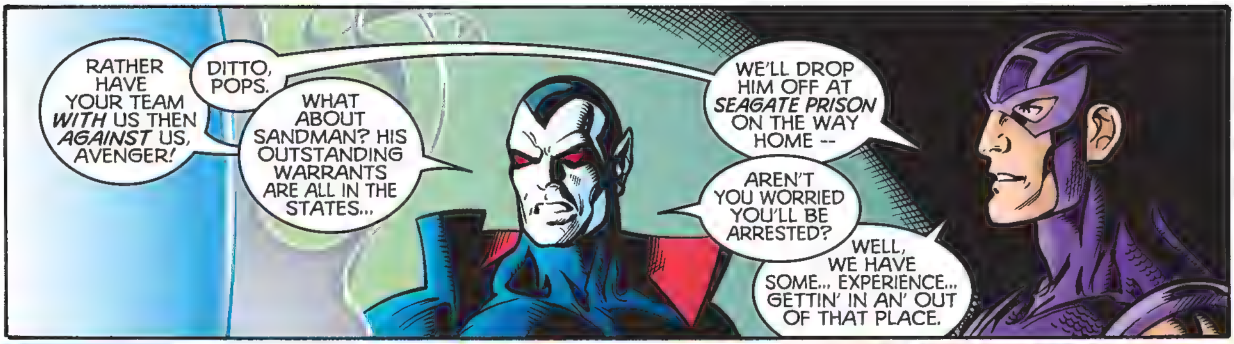

JERKS, BOTH OF YOU!
SPOOM
KRUMP
OKAY, *LEMAR,* SINCE I KNOW YOU AIN'T TOO BRIGHT A BULB, LET'S MAKE THIS SIMPLE...
...TELL ME WHERE SILVER IS OR YOU'RE GONNA DROWN IN SAND!
WHAT HAPPENED TO YOU?
WE WERE TEAMMATES -- FRIENDS!
THE MAN YOU KNEW WAS A *SHAM!*
S'MUCH OF A *LIE* AS ALL'A YOU *WILD PACK* FEEBS --
-- BUNCHA HAS-BEENS AN' NEVER-WERES TRYIN' T'MAKE OUT LIKE HEROES!
LET'S JUST SAY AN OLD PAL O'MINE HELPED ME *SMARTEN UP!*

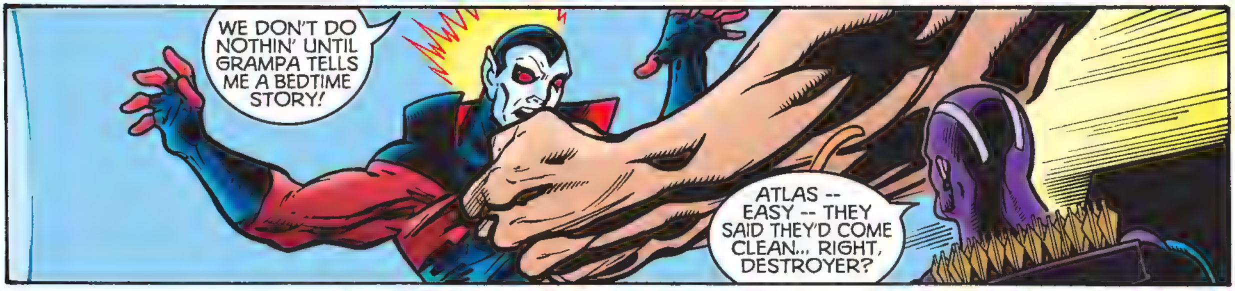

NOT -- TOO SMART -- FROM WHERE -- I STAND --
WELL, *BATTLESTAR*, LOOK AGAIN, 'COS YOU AIN'T STANDIN' RIGHT NOW!
ONLY THING STOPPIN' ME FROM SHOVIN' SAND DOWN EVERY SINGLE PORE ON YOUR BODY IS --
SLICE
A *SONIC KNIFE* SLICING YOUR ARM OFF?
CALL IT A LUCKY GUESS.
SHOULDA FIGURED YOU'D CATCH UP T'ME.
CURIOUS HOW YOU GOT PAST THE *SECURITY SYSTEM*...
IT'S RATHER EASY, CHAP, WHEN ONE HAS BEEN GIVEN THE ACCESS CODES!
Oh, SABLE ACTUALLY *TRUSTED* YOU, Huh?
WHATEVER... SURE... I'LL TAKE A FIVE MINUTE BREAK --
-- SO WE CAN GET IT ON!

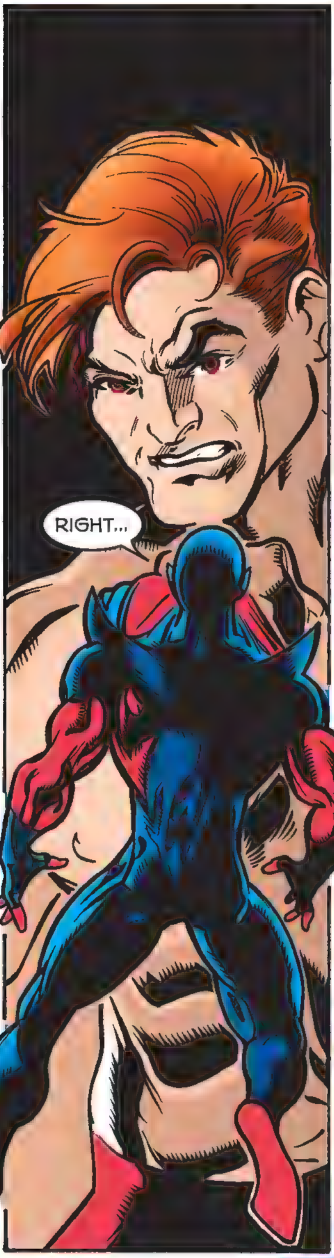

SKRUMPH
HE IS RATHER FAST, ISN'T HE?
SO WE SLOW 'IM DOWN!
HEY, 'STAR, HOW YOU BEEN?
CAN'T COMPLAIN, HAWKEYE. YOU?
YOU AMERIKANERS ALWAYS MAKING JOKES WHEN SERIOUS WORK IS TO BE DONE!
KRUMKK
YEAH, KEEPS US FROM LAUGHIN' AT YOUR *ACCENT*, COLONEL KLINK!
CRUNCH
IRON CROSS IS FROM THE OLD SCHOOL, ATLAS. FORGIVE HIM HIS INABILITY TO QUIP DURING BATTLE.
JUST LIKE WE WORKED IT OUT, GANG!
TOPSPIN --
I'M ON IT!

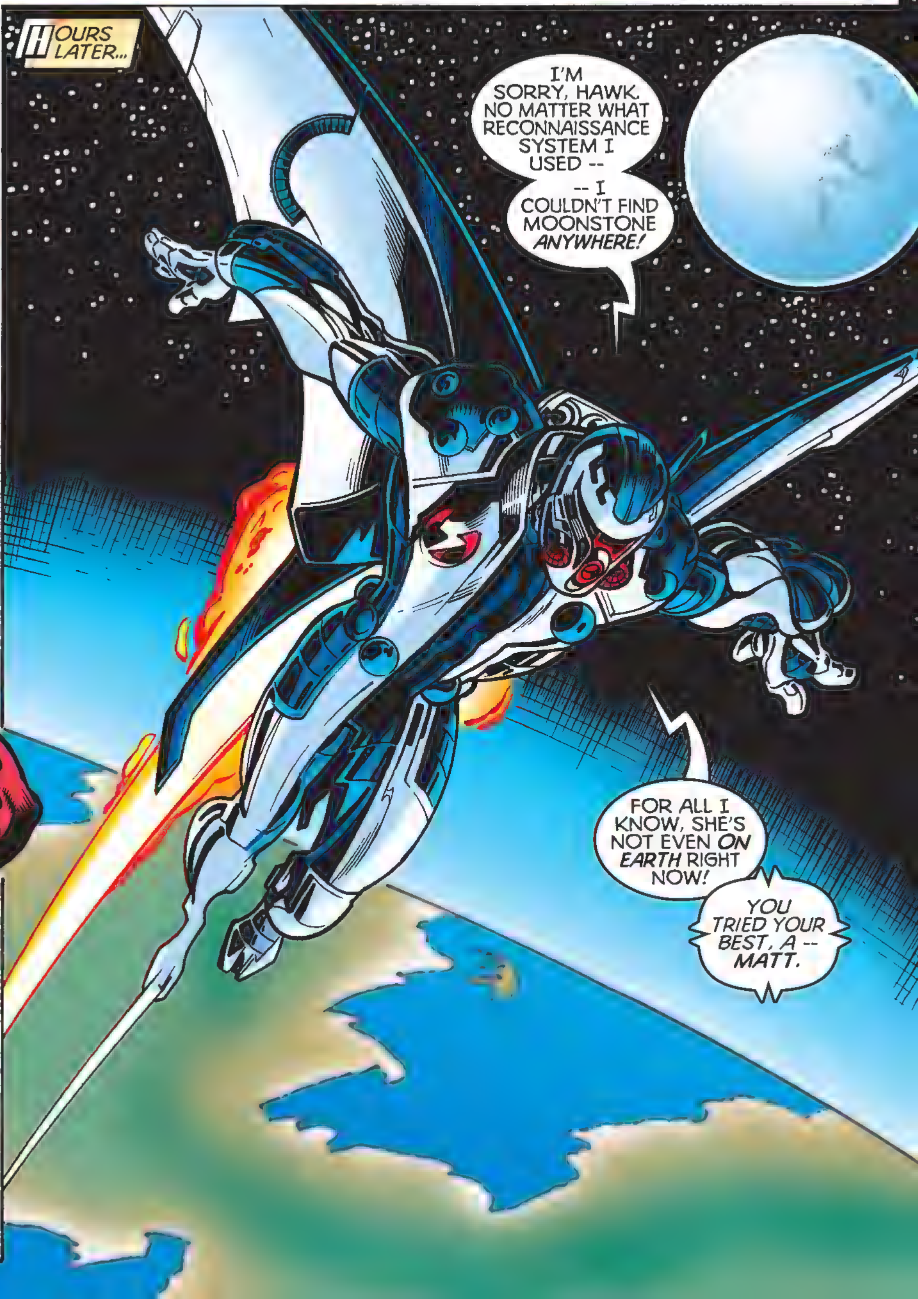

I CAN CREATE A *VORTEX* THAT WILL KEEP SANDMAN DISCORPORATED --
-- GATHERING HIM ALL UP IN ONE NEAT, TIDY BUNDLE SO THAT SONGBIRD CAN --
CREATE A *SONIC BUBBLE* TO IMPRISON HIM!
CAREFUL, MEL -- HE'S GONNA TRY BREAKIN' OUT!
AND THE PLAN, ATLAS, WAS TO NOT GIVE HIM THE OPPORTUNITY.
CHARCOAL, NUKLO AND I WILL GENERATE SO MUCH *HEAT* --

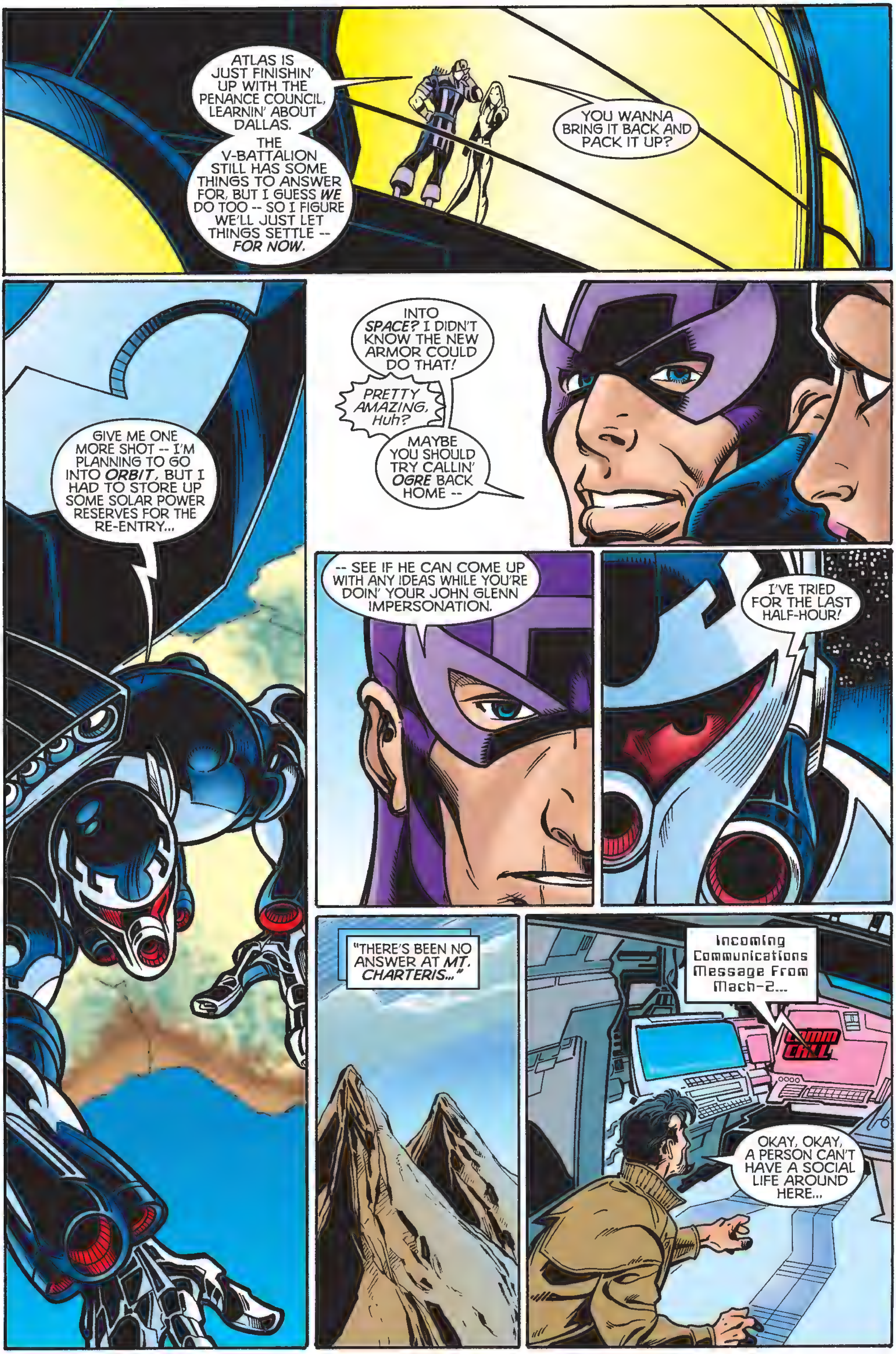

AAGHHH!
AYIEEE!
HANG ON, SONGBIRD!
FWUSHH!
-- THAT THE BUBBLE ACTS LIKE AN OVEN AND WE'LL FUSE HIS SAND PARTICLES INTO SOLID GLASS.
ACTUALLY, THAT WAS PRETTY COOL!
IT'S OKAY, KIDDO -- SANDMAN'S OUT -- YOU DID GREAT...
SSSTHSSSTHSSS
HE'S RIGHT -- EVERYONE DID A GOOD JOB.

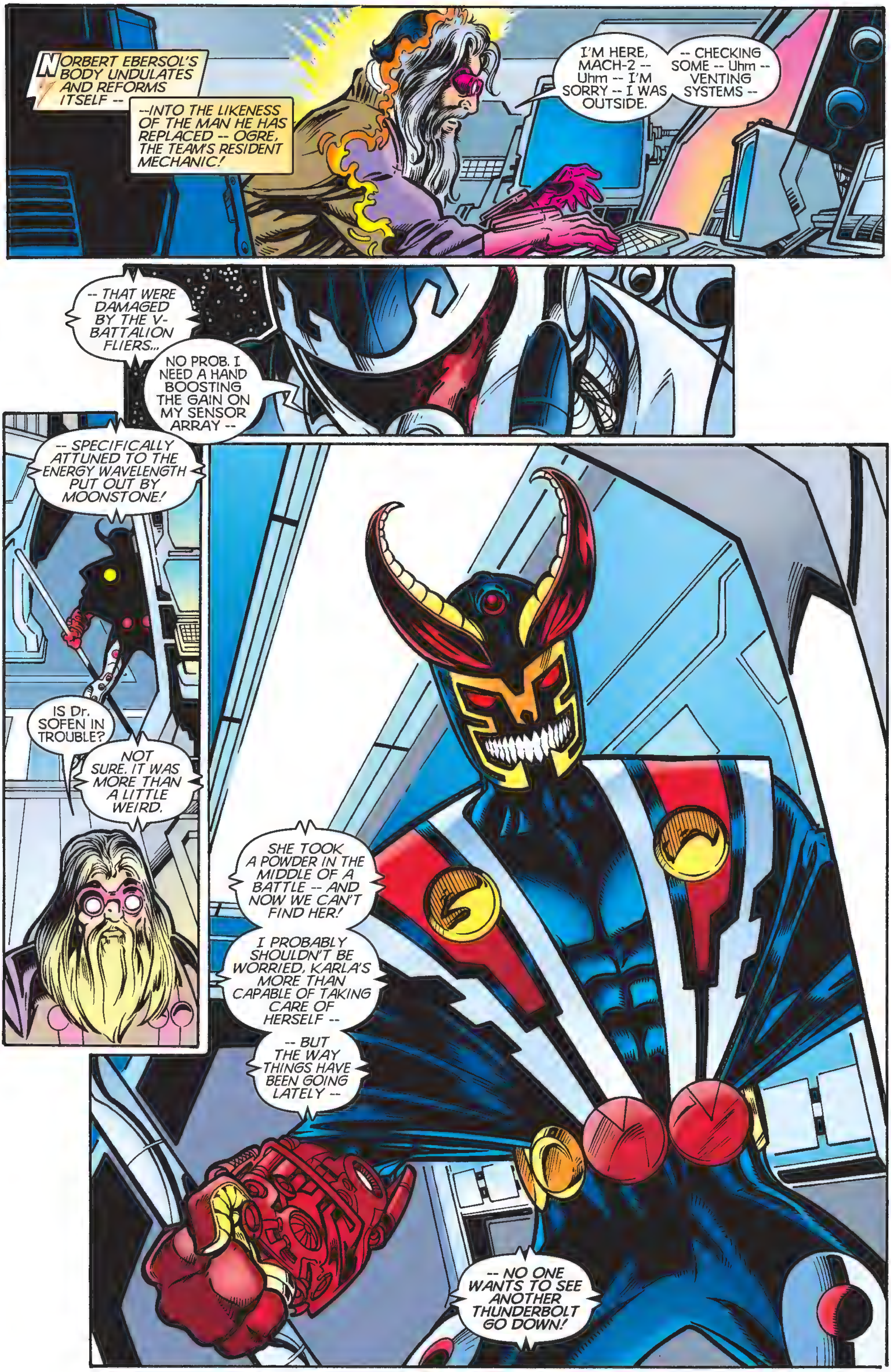

RATHER HAVE YOUR TEAM *WITH* US THEN *AGAINST* US, AVENGER!
DITTO, POPS.
WHAT ABOUT SANDMAN? HIS OUTSTANDING WARRANTS ARE ALL IN THE STATES...
WE'LL DROP HIM OFF AT *SEAGATE PRISON* ON THE WAY HOME --
AREN'T YOU WORRIED YOU'LL BE ARRESTED?
WELL, WE HAVE SOME... EXPERIENCE... GETTIN' IN AN' OUT OF THAT PLACE.

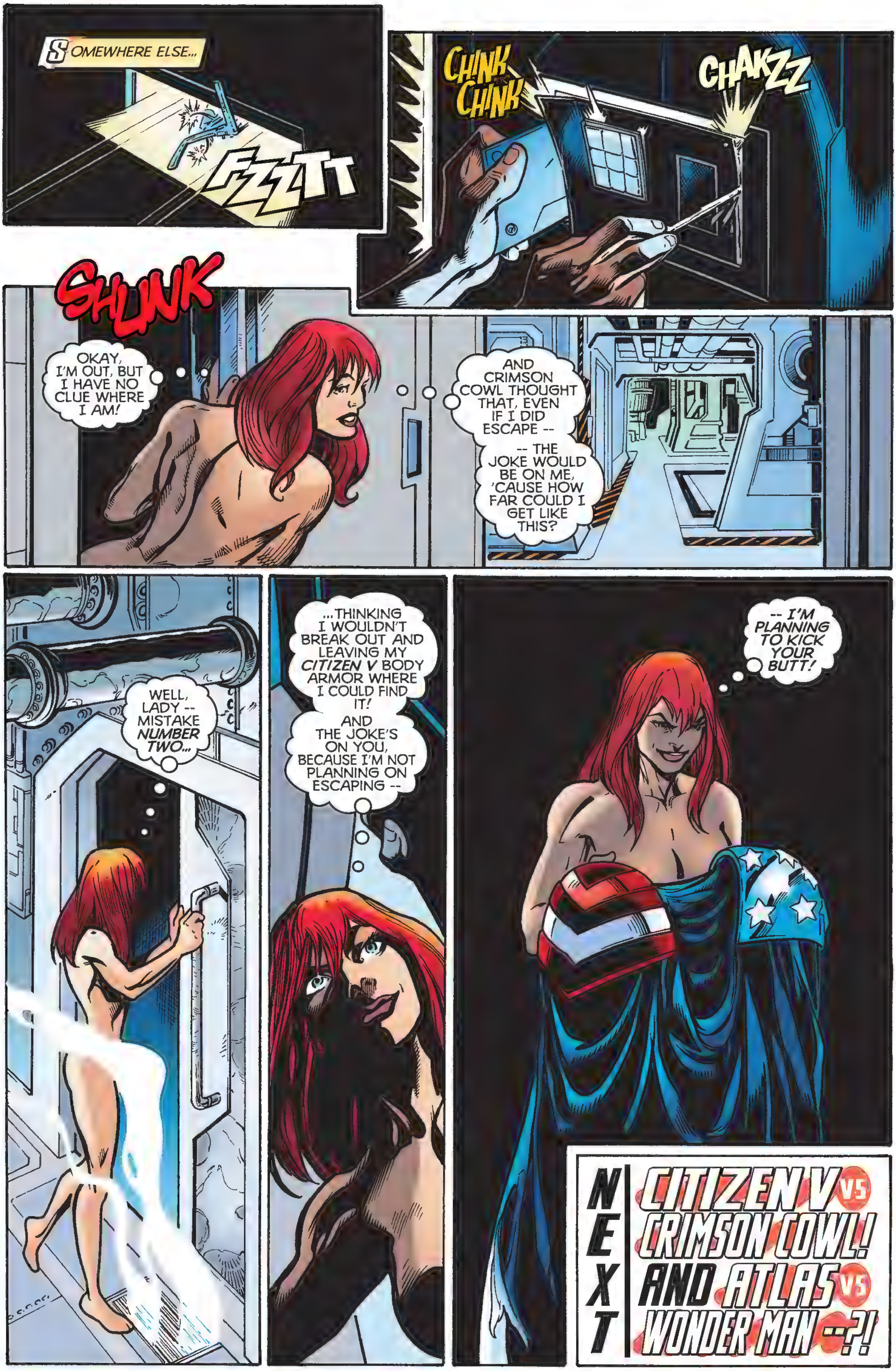

WE DON'T DO NOTHIN' UNTIL GRAMPA TELLS ME A BEDTIME STORY!
ATLAS -- EASY -- THEY SAID THEY'D COME CLEAN... RIGHT, DESTROYER?


RIGHT...


HOURS LATER...
I'M SORRY, HAWK. NO MATTER WHAT RECONNAISSANCE SYSTEM I USED --
-- I COULDN'T FIND MOONSTONE *ANYWHERE!*
FOR ALL I KNOW, SHE'S NOT EVEN *ON EARTH* RIGHT NOW!
YOU TRIED YOUR BEST, A -- MATT.


ATLAS IS JUST FINISHIN' UP WITH THE PENANCE COUNCIL, LEARNIN' ABOUT DALLAS.
THE V-BATTALION STILL HAS SOME THINGS TO ANSWER FOR, BUT I GUESS *WE* DO TOO -- SO I FIGURE WE'LL JUST LET THINGS SETTLE -- *FOR NOW.*
YOU WANNA BRING IT BACK AND PACK IT UP?
GIVE ME ONE MORE SHOT -- I'M PLANNING TO GO INTO *ORBIT*, BUT I HAD TO STORE UP SOME SOLAR POWER RESERVES FOR THE RE-ENTRY...
INTO *SPACE?* I DIDN'T KNOW THE NEW ARMOR COULD DO THAT!
PRETTY AMAZING, Huh?
MAYBE YOU SHOULD TRY CALLIN' *OGRE* BACK HOME --
-- SEE IF HE CAN COME UP WITH ANY IDEAS WHILE YOU'RE DOIN' YOUR JOHN GLENN IMPERSONATION.
I'VE TRIED FOR THE LAST HALF-HOUR!
"THERE'S BEEN NO ANSWER AT *MT. CHARTERIS...*"
Incoming Communications Message From Mach-2...
COMM CALL
OKAY, OKAY, A PERSON CAN'T HAVE A SOCIAL LIFE AROUND HERE...


NORBERT EBERSOL'S BODY UNDULATES AND REFORMS ITSELF --
--INTO THE LIKENESS OF THE MAN HE HAS REPLACED -- OGRE, THE TEAM'S RESIDENT MECHANIC!
I'M HERE, MACH-2 -- Uhm -- I'M SORRY -- I WAS OUTSIDE.
-- CHECKING SOME -- Uhm -- VENTING SYSTEMS --
-- THAT WERE DAMAGED BY THE V-BATTALION FLIERS...
NO PROB. I NEED A HAND BOOSTING THE GAIN ON MY SENSOR ARRAY --
-- SPECIFICALLY ATTUNED TO THE ENERGY WAVELENGTH PUT OUT BY MOONSTONE!
IS Dr. SOFEN IN TROUBLE?
NOT SURE. IT WAS MORE THAN A LITTLE WEIRD.
SHE TOOK A POWDER IN THE MIDDLE OF A BATTLE -- AND NOW WE CAN'T FIND HER!
I PROBABLY SHOULDN'T BE WORRIED, KARLA'S MORE THAN CAPABLE OF TAKING CARE OF HERSELF --
-- BUT THE WAY THINGS HAVE BEEN GOING LATELY --
-- NO ONE WANTS TO SEE ANOTHER THUNDERBOLT GO DOWN!


SOMEWHERE ELSE...
FZZZTT
CHINK CHINK
CHAKZZ
SHLUNK
OKAY, I'M OUT, BUT I HAVE NO CLUE WHERE I AM!
AND CRIMSON COWL THOUGHT THAT, EVEN IF I DID ESCAPE --
-- THE JOKE WOULD BE ON ME, 'CAUSE HOW FAR COULD I GET LIKE THIS?
WELL, LADY -- MISTAKE *NUMBER TWO*...
...THINKING I WOULDN'T BREAK OUT AND LEAVING MY *CITIZEN V* BODY ARMOR WHERE I COULD FIND IT!
AND THE JOKE'S ON YOU, BECAUSE I'M NOT PLANNING ON ESCAPING --
-- I'M PLANNING TO KICK YOUR BUTT!
NEXT
CITIZEN V VS CRIMSON COWL! AND ATLAS VS WONDER MAN --?!

MARVEL COMICS
EARTH'S MIGHTIEST HEROES
the AVENGERS
APPROVED BY THE COMICS CODE AUTHORITY
#31
WWW.MARVEL.COM
The Vision IS BACK-- AND HE'S BROUGHT TROUBLE!
BUSIEK
PÉREZ
VEY
GEORGE PÉREZ

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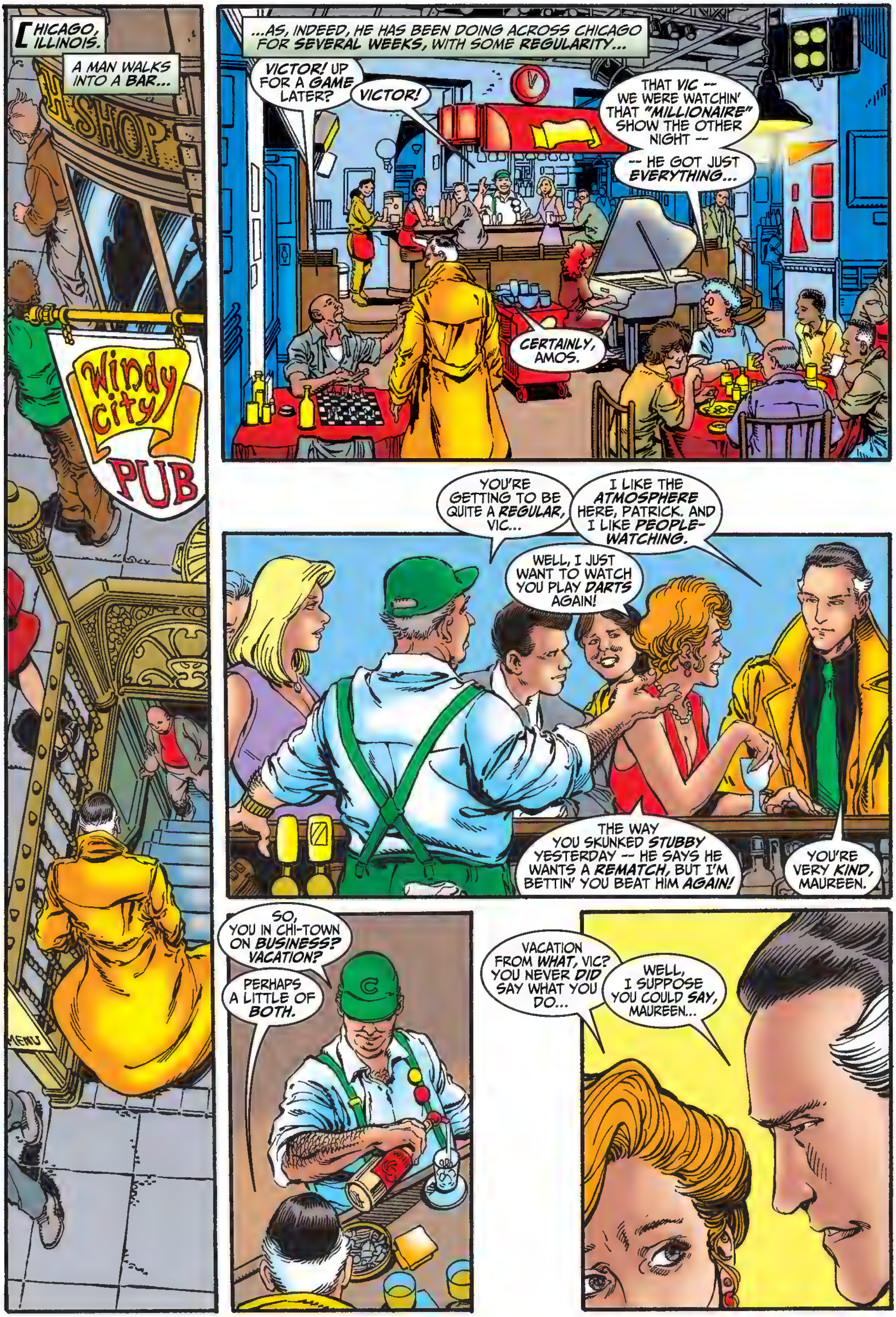
CHICAGO, ILLINOIS.
A MAN WALKS INTO A BAR...
SHOP
Windy City PUB
MENU
...AS, INDEED, HE HAS BEEN DOING ACROSS CHICAGO FOR SEVERAL WEEKS, WITH SOME REGULARITY...
VICTOR! UP FOR A GAME LATER?
VICTOR!
THAT VIC -- WE WERE WATCHIN' THAT "MILLIONAIRE" SHOW THE OTHER NIGHT --
-- HE GOT JUST EVERYTHING...
CERTAINLY, AMOS.
YOU'RE GETTING TO BE QUITE A REGULAR, VIC...
I LIKE THE ATMOSPHERE HERE, PATRICK. AND I LIKE PEOPLE-WATCHING.
WELL, I JUST WANT TO WATCH YOU PLAY DARTS AGAIN!
THE WAY YOU SKUNKED STUBBY YESTERDAY -- HE SAYS HE WANTS A REMATCH, BUT I'M BETTIN' YOU BEAT HIM AGAIN!
YOU'RE VERY KIND, MAUREEN.
SO, YOU IN CHI-TOWN ON BUSINESS? VACATION?
PERHAPS A LITTLE OF BOTH.
VACATION FROM WHAT, VIC? YOU NEVER DID SAY WHAT YOU DO...
WELL, I SUPPOSE YOU COULD SAY, MAUREEN...

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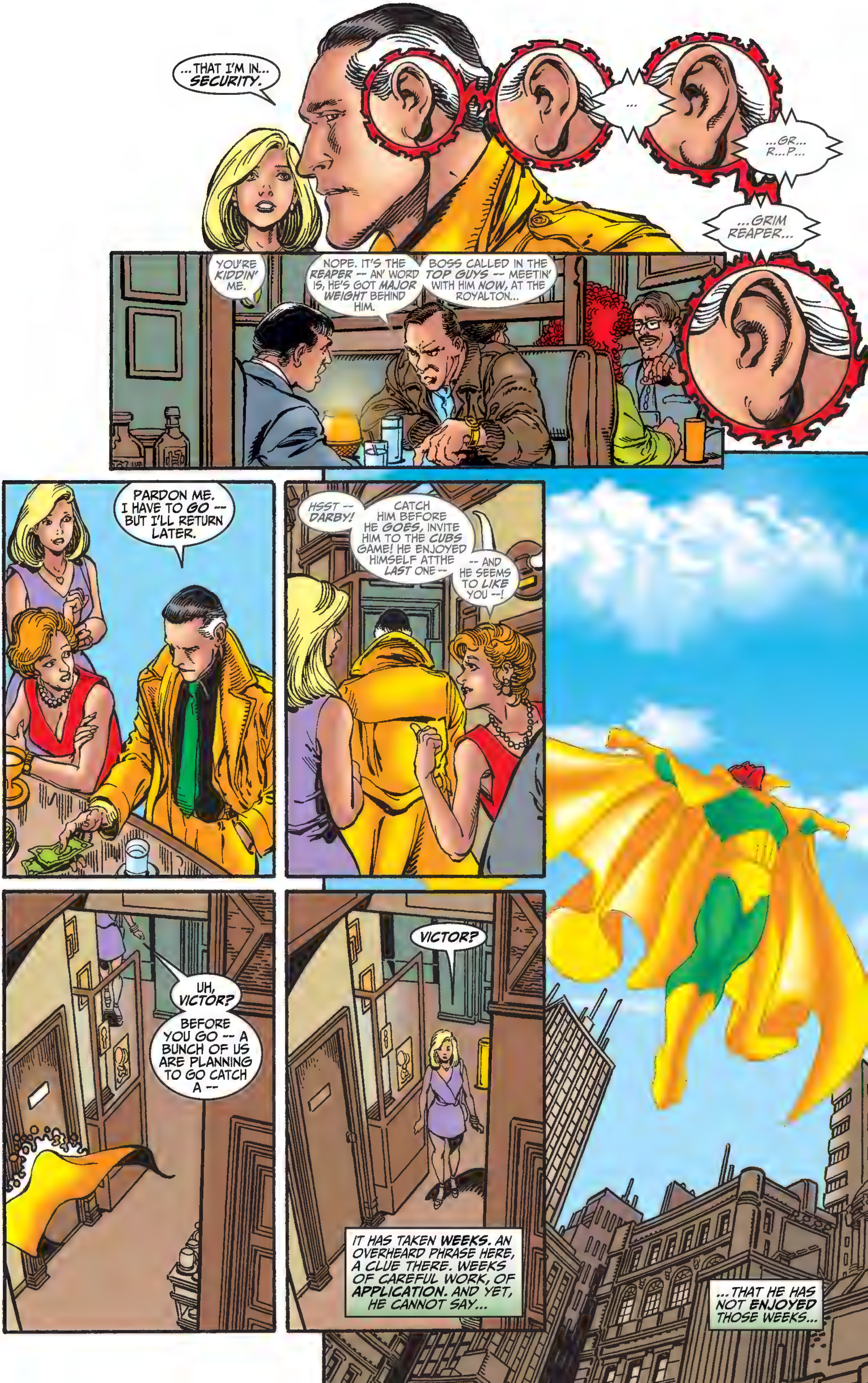
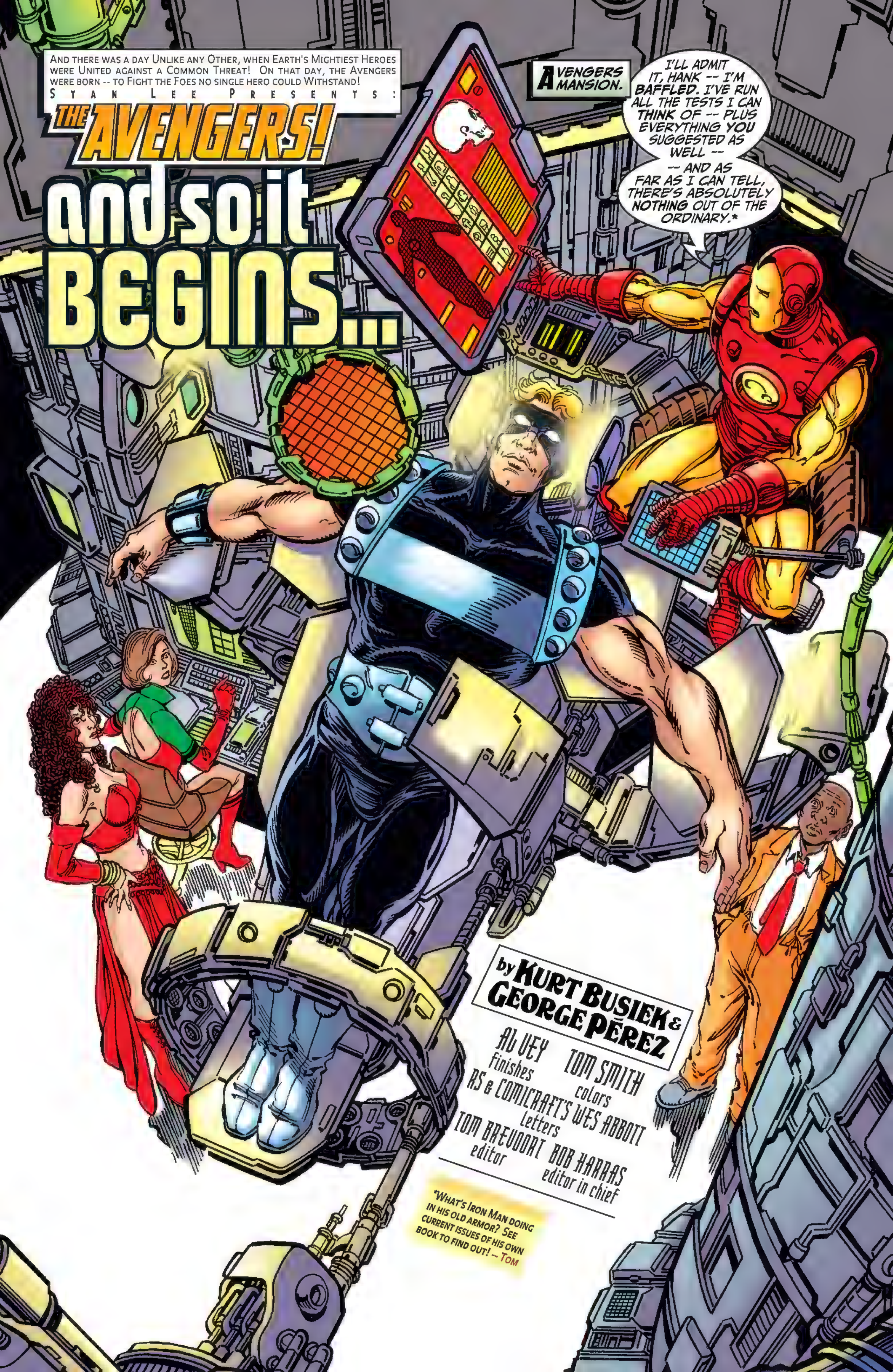
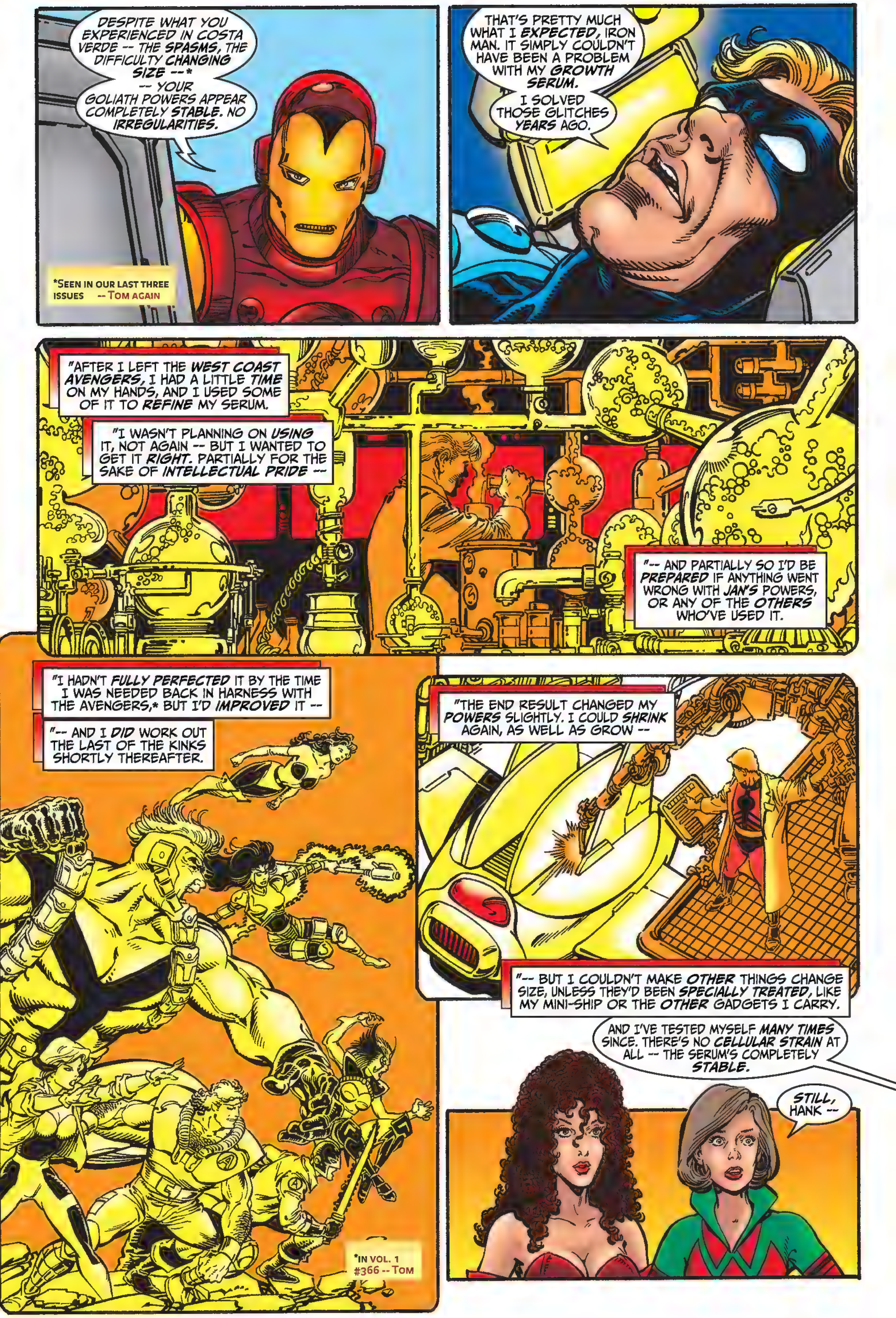
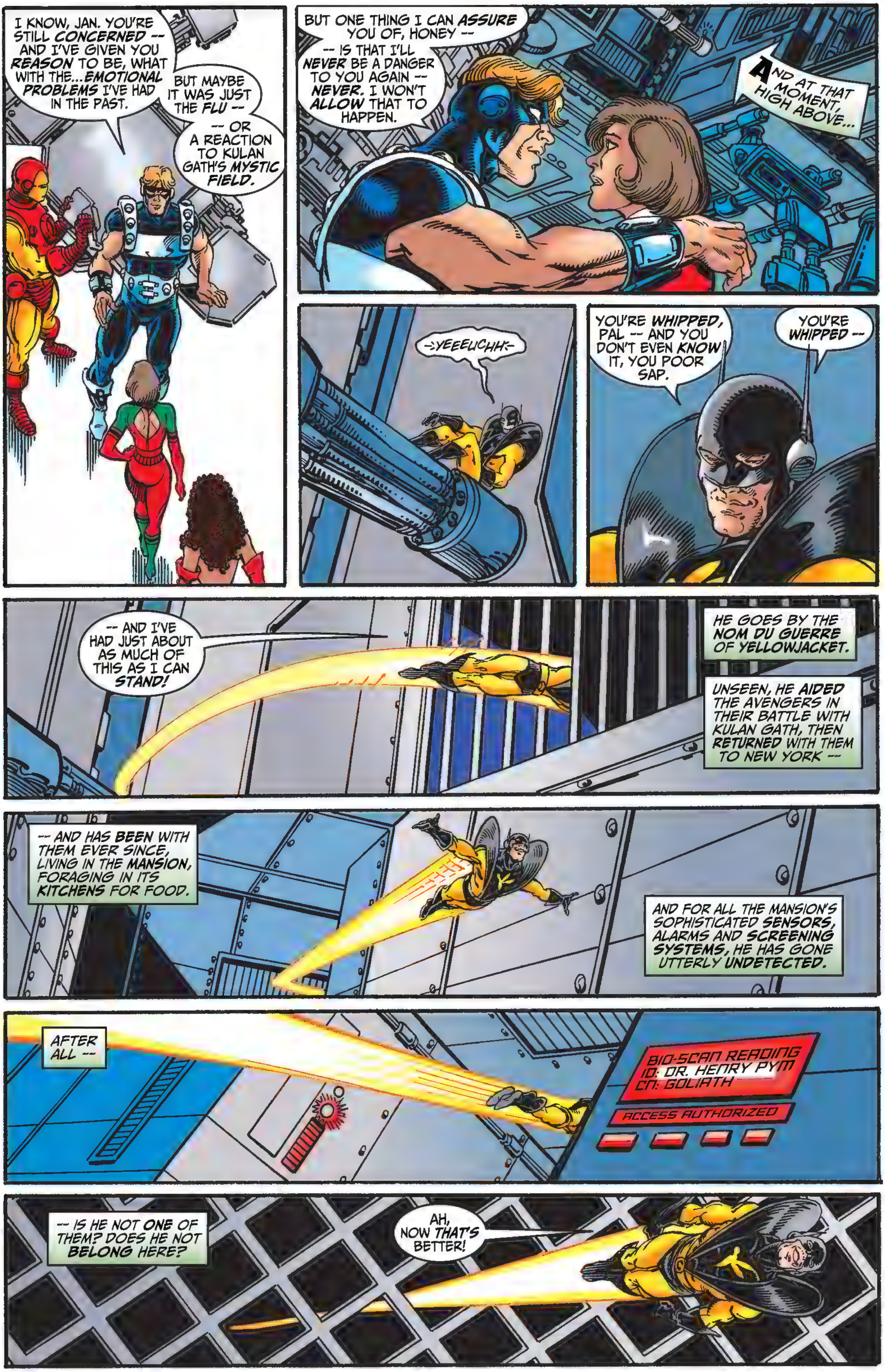
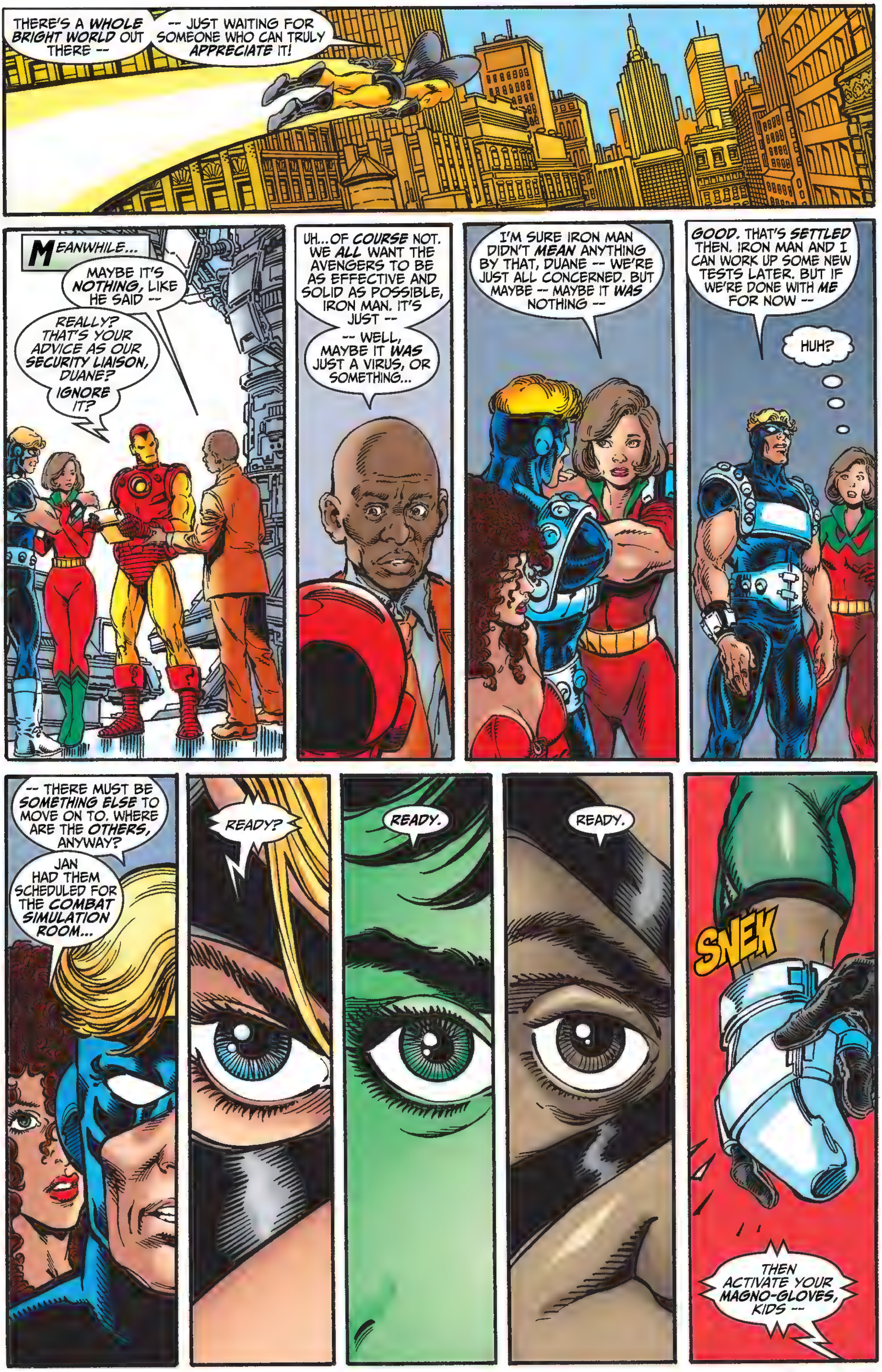
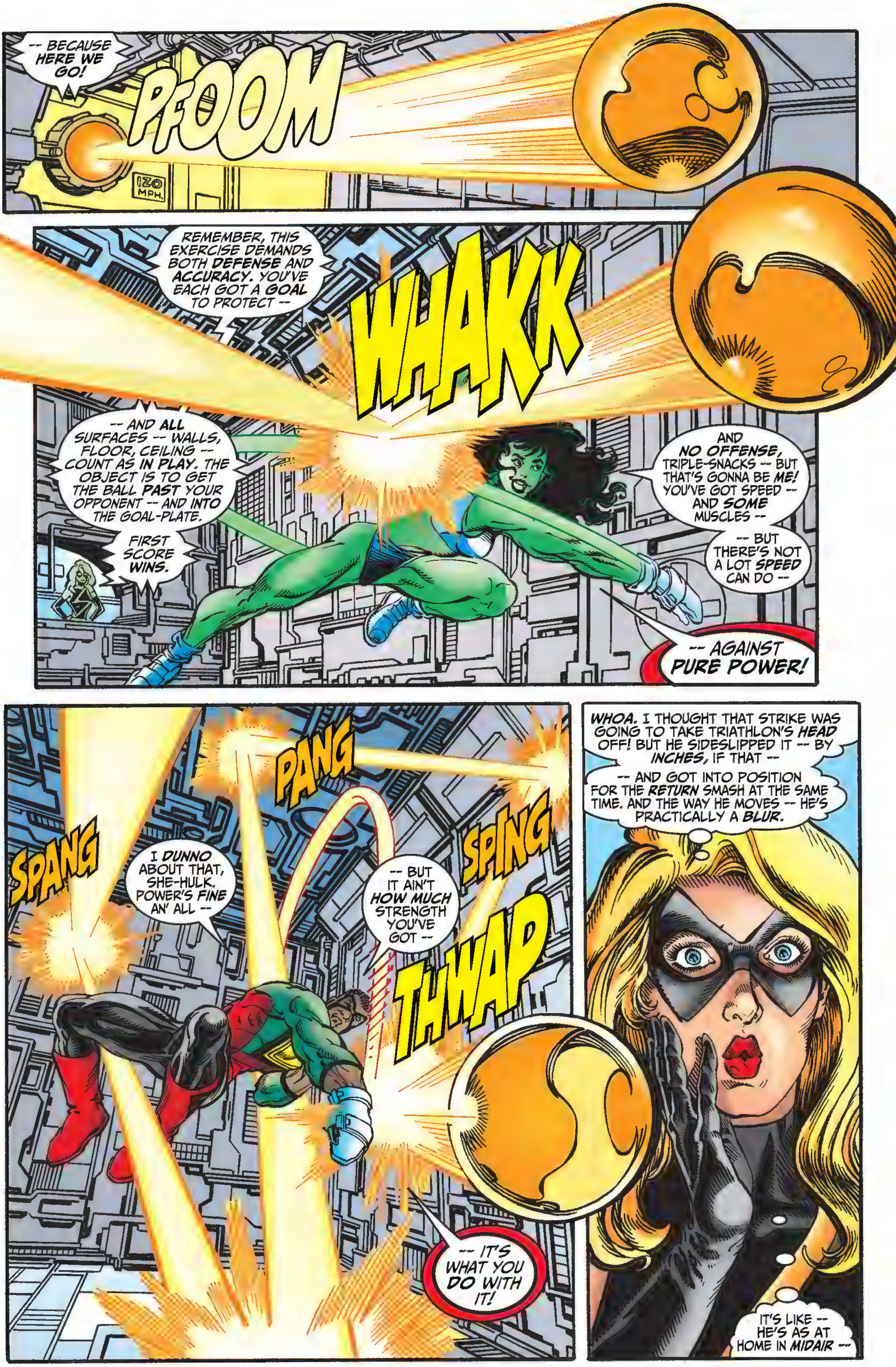

...THAT I'M IN... SECURITY.
...
...GR... R...P...
...GRIM REAPER...
YOU'RE KIDDIN' ME.
NOPE. IT'S THE REAPER -- AN' WORD IS, HE'S GOT MAJOR WEIGHT BEHIND HIM.
BOSS CALLED IN THE TOP GUYS -- MEETIN' WITH HIM NOW, AT THE ROYALTON...
PARDON ME. I HAVE TO GO -- BUT I'LL RETURN LATER.
HSST -- DARBY!
CATCH HIM BEFORE HE GOES, INVITE HIM TO THE CUBS GAME! HE ENJOYED HIMSELF AT THE LAST ONE --
-- AND HE SEEMS TO LIKE YOU --!
UH, VICTOR?
BEFORE YOU GO -- A BUNCH OF US ARE PLANNING TO GO CATCH A --
VICTOR?
IT HAS TAKEN WEEKS. AN OVERHEARD PHRASE HERE, A CLUE THERE. WEEKS OF CAREFUL WORK, OF APPLICATION. AND YET, HE CANNOT SAY...
...THAT HE HAS NOT ENJOYED THOSE WEEKS...

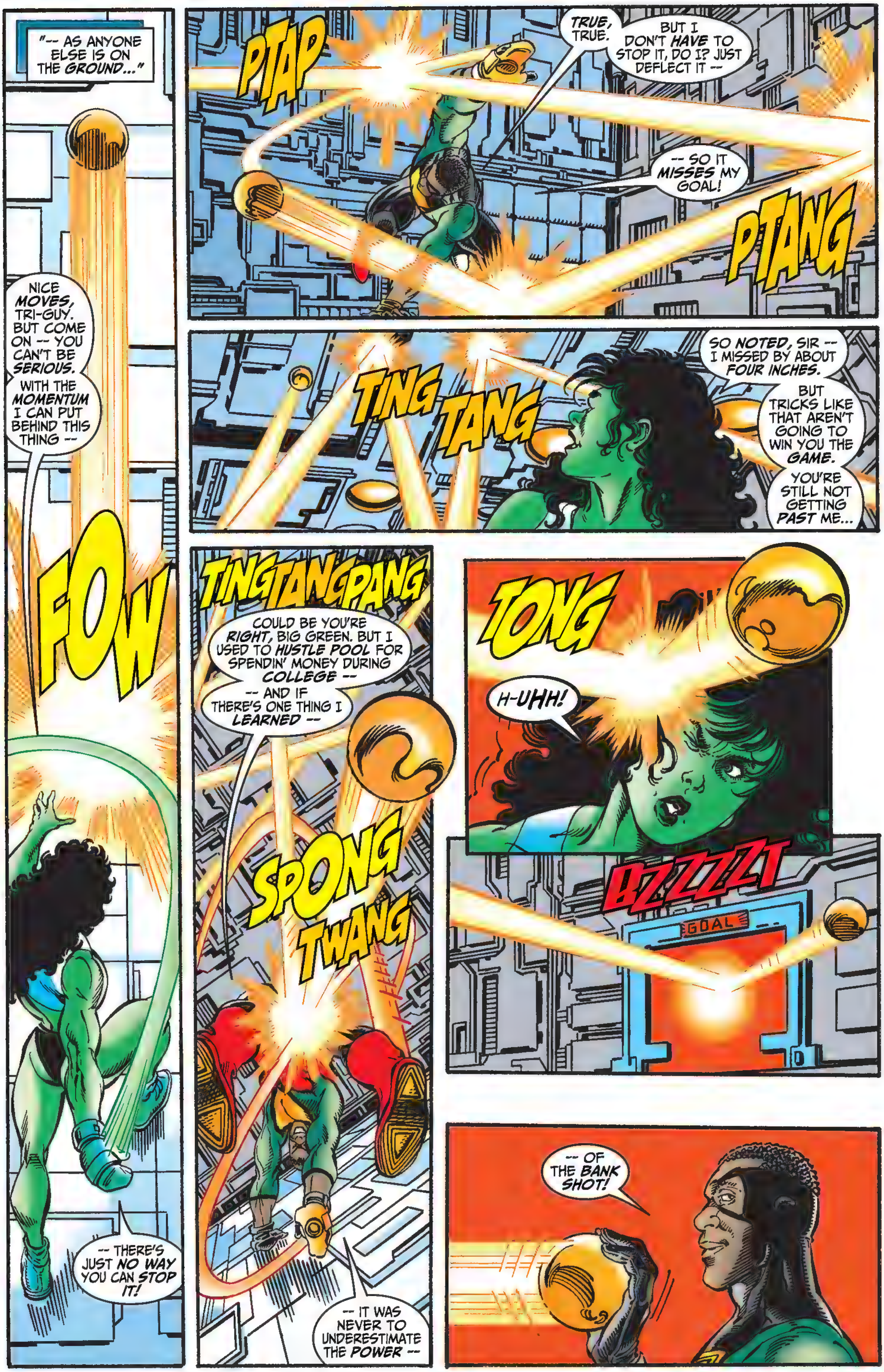

And there was a day unlike any other, when Earth's Mightiest Heroes were united against a common threat! On that day, the Avengers were born -- to fight the foes no single hero could withstand!
Stan Lee Presents:
The Avengers!
And so it Begins...
Avengers Mansion.
I'll admit it, Hank -- I'm baffled. I've run all the tests I can think of -- plus everything you suggested as well -- -- and as far as I can tell, there's absolutely nothing out of the ordinary.*
by Kurt Busiek & George Pérez
Al Vey finishes
Tom Smith colors
RS & Comicraft's Wes Abbott letters
Tom Brevoort editor
Bob Harras editor in chief
*What's Iron Man doing in his old armor? See current issues of his own book to find out! -- Tom

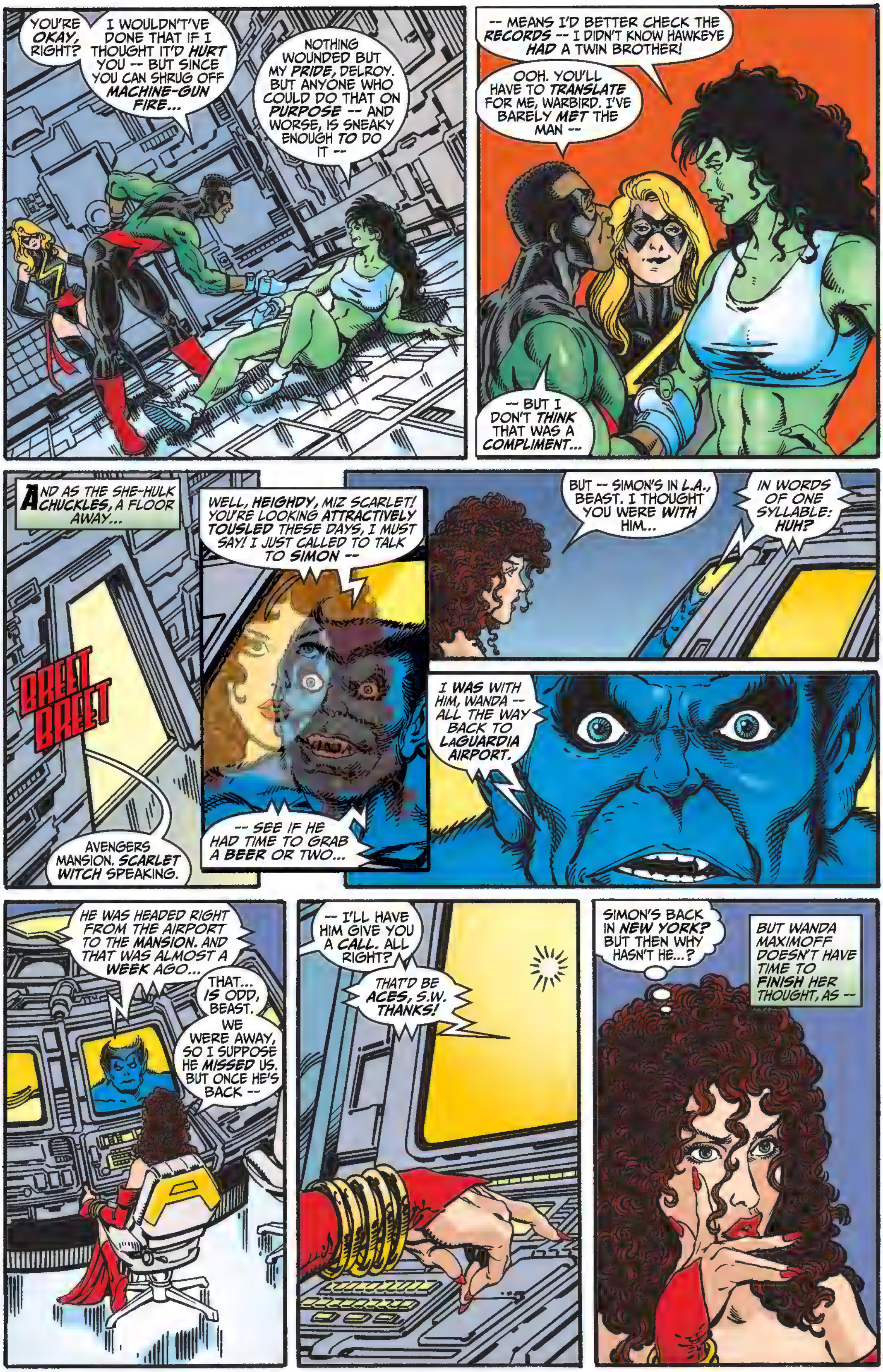

DESPITE WHAT YOU EXPERIENCED IN COSTA VERDE -- THE SPASMS, THE DIFFICULTY CHANGING SIZE --*
-- YOUR GOLIATH POWERS APPEAR COMPLETELY STABLE. NO IRREGULARITIES.
*SEEN IN OUR LAST THREE ISSUES -- TOM AGAIN
THAT'S PRETTY MUCH WHAT I EXPECTED, IRON MAN. IT SIMPLY COULDN'T HAVE BEEN A PROBLEM WITH MY GROWTH SERUM.
I SOLVED THOSE GLITCHES YEARS AGO.
"AFTER I LEFT THE WEST COAST AVENGERS, I HAD A LITTLE TIME ON MY HANDS, AND I USED SOME OF IT TO REFINE MY SERUM.
"I WASN'T PLANNING ON USING IT, NOT AGAIN -- BUT I WANTED TO GET IT RIGHT. PARTIALLY FOR THE SAKE OF INTELLECTUAL PRIDE --
"-- AND PARTIALLY SO I'D BE PREPARED IF ANYTHING WENT WRONG WITH JAN'S POWERS, OR ANY OF THE OTHERS WHO'VE USED IT.
"I HADN'T FULLY PERFECTED IT BY THE TIME I WAS NEEDED BACK IN HARNESS WITH THE AVENGERS,* BUT I'D IMPROVED IT --
"-- AND I DID WORK OUT THE LAST OF THE KINKS SHORTLY THEREAFTER.
*IN VOL. 1 #366 -- TOM
"THE END RESULT CHANGED MY POWERS SLIGHTLY. I COULD SHRINK AGAIN, AS WELL AS GROW --
"-- BUT I COULDN'T MAKE OTHER THINGS CHANGE SIZE, UNLESS THEY'D BEEN SPECIALLY TREATED, LIKE MY MINI-SHIP OR THE OTHER GADGETS I CARRY.
AND I'VE TESTED MYSELF MANY TIMES SINCE. THERE'S NO CELLULAR STRAIN AT ALL -- THE SERUM'S COMPLETELY STABLE.
STILL, HANK --

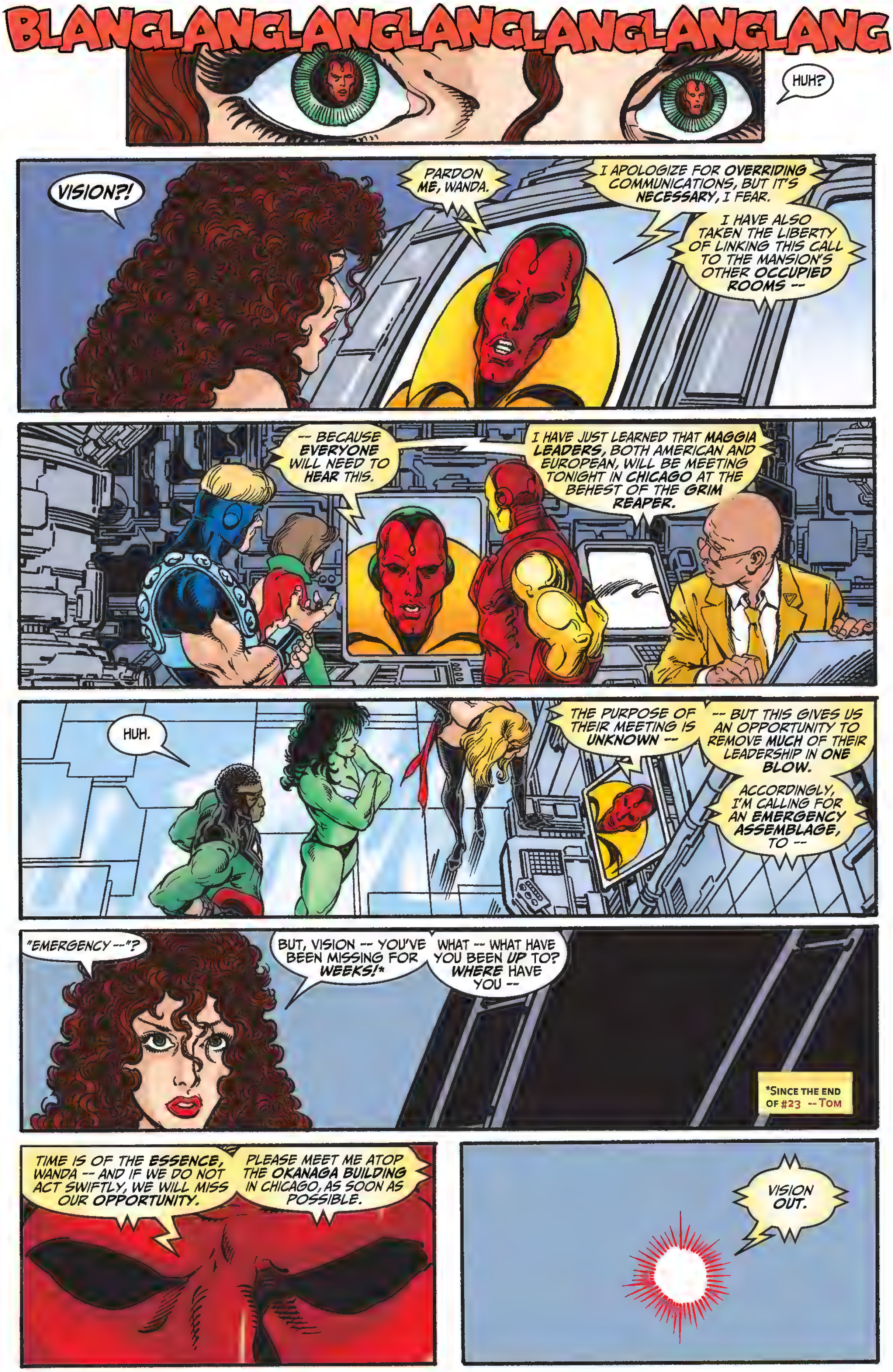

I KNOW, JAN. YOU'RE STILL CONCERNED -- AND I'VE GIVEN YOU REASON TO BE, WHAT WITH THE...EMOTIONAL PROBLEMS I'VE HAD IN THE PAST.
BUT MAYBE IT WAS JUST THE FLU --
-- OR A REACTION TO KULAN GATH'S MYSTIC FIELD.
BUT ONE THING I CAN ASSURE YOU OF, HONEY --
-- IS THAT I'LL NEVER BE A DANGER TO YOU AGAIN -- NEVER. I WON'T ALLOW THAT TO HAPPEN.
AND AT THAT MOMENT, HIGH ABOVE...
-YEEEUCHH-
YOU'RE WHIPPED, PAL -- AND YOU DON'T EVEN KNOW IT, YOU POOR SAP.
YOU'RE WHIPPED --
-- AND I'VE HAD JUST ABOUT AS MUCH OF THIS AS I CAN STAND!
HE GOES BY THE NOM DU GUERRE OF YELLOWJACKET.
UNSEEN, HE AIDED THE AVENGERS IN THEIR BATTLE WITH KULAN GATH, THEN RETURNED WITH THEM TO NEW YORK --
-- AND HAS BEEN WITH THEM EVER SINCE, LIVING IN THE MANSION, FORAGING IN ITS KITCHENS FOR FOOD.
AND FOR ALL THE MANSION'S SOPHISTICATED SENSORS, ALARMS AND SCREENING SYSTEMS, HE HAS GONE UTTERLY UNDETECTED.
AFTER ALL --
BIO-SCAN READING
ID: DR. HENRY PYM
CN: GOLIATH
ACCESS AUTHORIZED
-- IS HE NOT ONE OF THEM? DOES HE NOT BELONG HERE?
AH, NOW THAT'S BETTER!

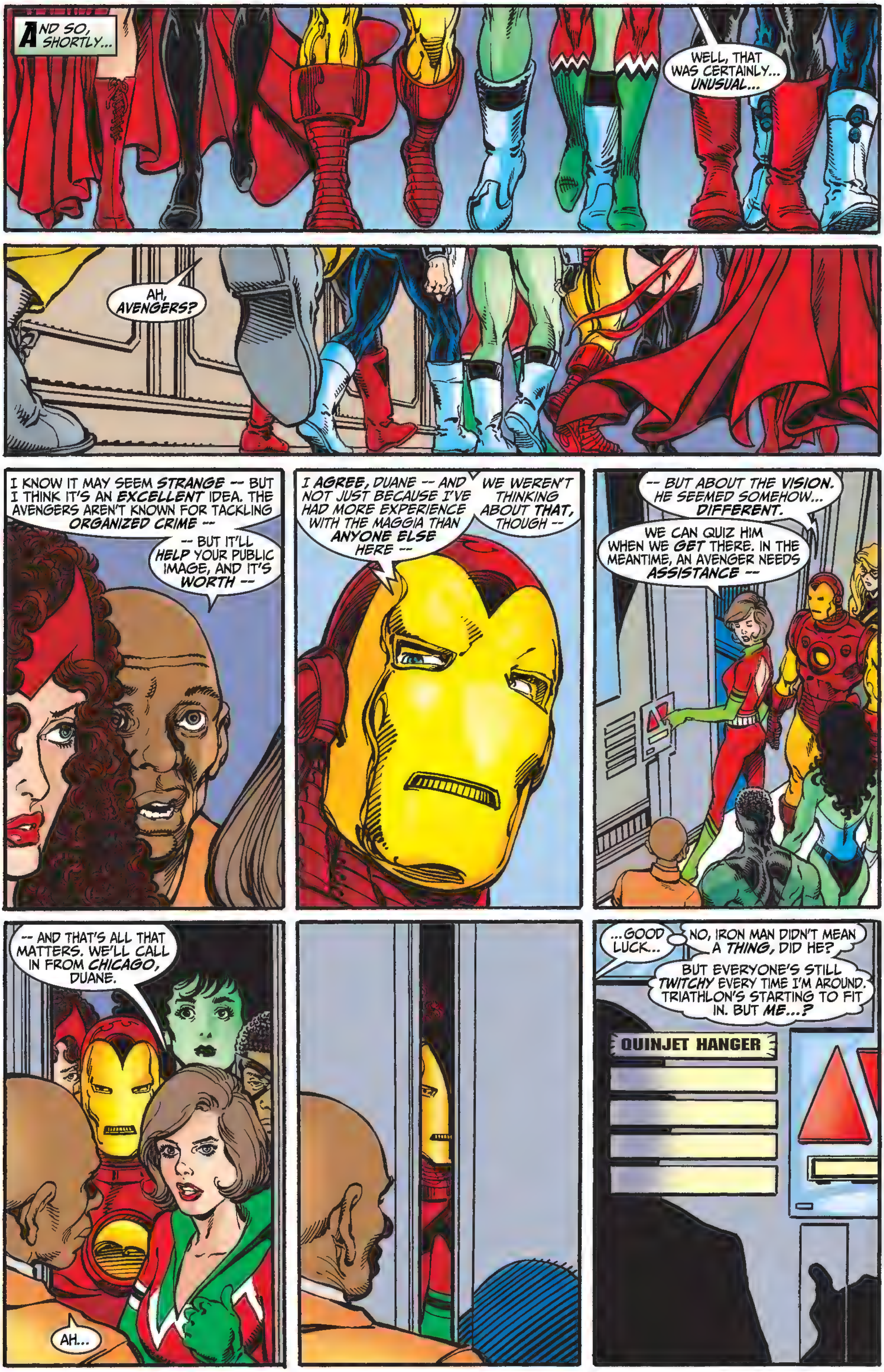

THERE'S A WHOLE BRIGHT WORLD OUT THERE --
-- JUST WAITING FOR SOMEONE WHO CAN TRULY APPRECIATE IT!
MEANWHILE...
MAYBE IT'S NOTHING, LIKE HE SAID --
REALLY? THAT'S YOUR ADVICE AS OUR SECURITY LIAISON, DUANE? IGNORE IT?
UH...OF COURSE NOT. WE ALL WANT THE AVENGERS TO BE AS EFFECTIVE AND SOLID AS POSSIBLE, IRON MAN. IT'S JUST --
-- WELL, MAYBE IT WAS JUST A VIRUS, OR SOMETHING...
I'M SURE IRON MAN DIDN'T MEAN ANYTHING BY THAT, DUANE -- WE'RE JUST ALL CONCERNED. BUT MAYBE -- MAYBE IT WAS NOTHING --
GOOD. THAT'S SETTLED THEN. IRON MAN AND I CAN WORK UP SOME NEW TESTS LATER. BUT IF WE'RE DONE WITH ME FOR NOW --
HUH?
-- THERE MUST BE SOMETHING ELSE TO MOVE ON TO. WHERE ARE THE OTHERS, ANYWAY?
JAN HAD THEM SCHEDULED FOR THE COMBAT SIMULATION ROOM...
READY?
READY.
READY.
SNEK
THEN ACTIVATE YOUR MAGNO-GLOVES, KIDS --

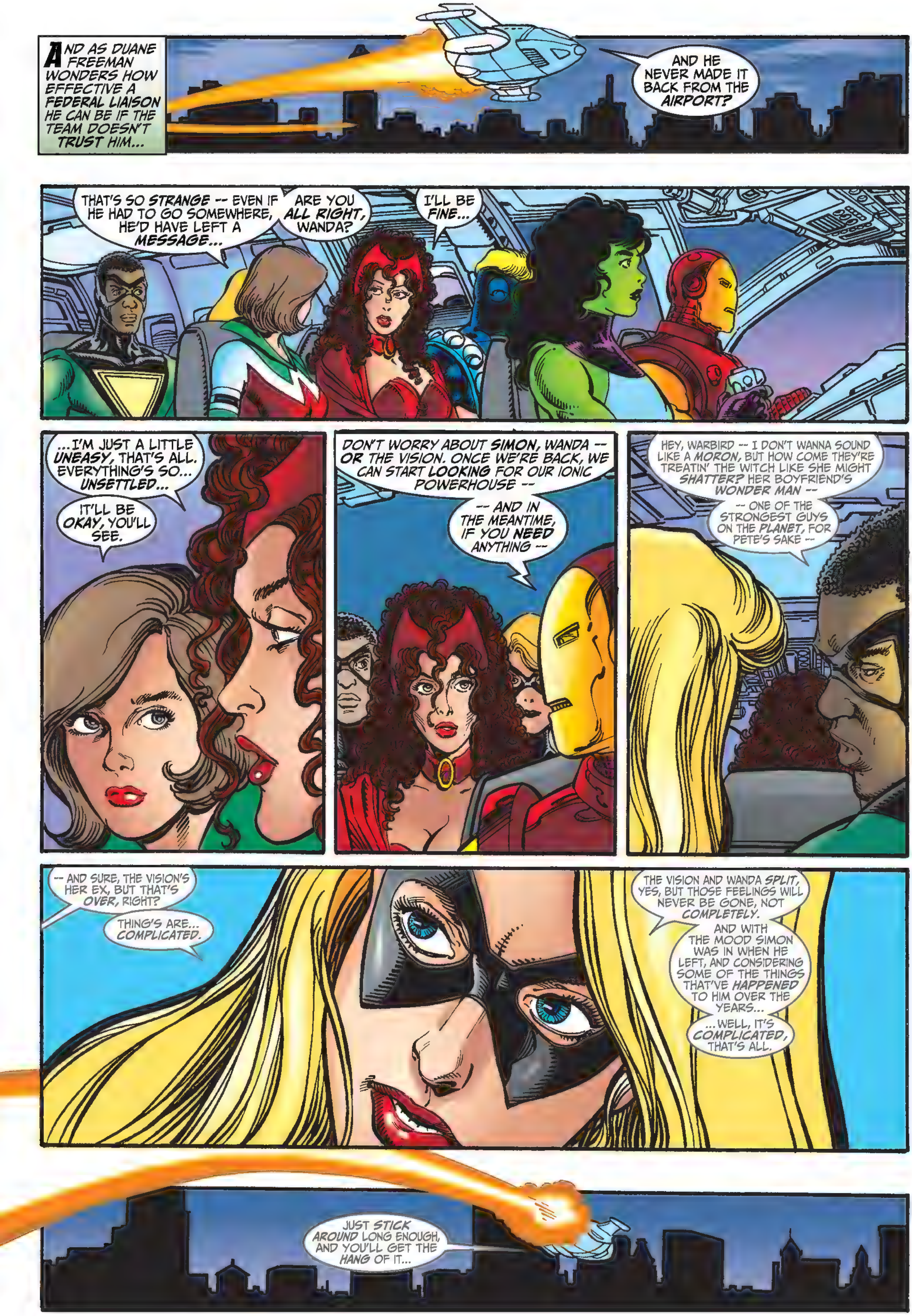

-- BECAUSE HERE WE GO!
PFOOM
120 MPH.
REMEMBER, THIS EXERCISE DEMANDS BOTH DEFENSE AND ACCURACY. YOU'VE EACH GOT A GOAL TO PROTECT --
WHAKK
-- AND ALL SURFACES -- WALLS, FLOOR, CEILING -- COUNT AS IN PLAY. THE OBJECT IS TO GET THE BALL PAST YOUR OPPONENT -- AND INTO THE GOAL-PLATE.
FIRST SCORE WINS.
AND NO OFFENSE, TRIPLE-SNACKS -- BUT THAT'S GONNA BE ME! YOU'VE GOT SPEED -- AND SOME MUSCLES --
-- BUT THERE'S NOT A LOT SPEED CAN DO --
-- AGAINST PURE POWER!
SPANG
PANG
I DUNNO ABOUT THAT, SHE-HULK. POWER'S FINE AN' ALL --
-- BUT IT AIN'T HOW MUCH STRENGTH YOU'VE GOT --
SPING
THWAP
-- IT'S WHAT YOU DO WITH IT!
WHOA. I THOUGHT THAT STRIKE WAS GOING TO TAKE TRIATHLON'S HEAD OFF! BUT HE SIDESLIPPED IT -- BY INCHES, IF THAT --
-- AND GOT INTO POSITION FOR THE RETURN SMASH AT THE SAME TIME. AND THE WAY HE MOVES -- HE'S PRACTICALLY A BLUR.
IT'S LIKE -- HE'S AS AT HOME IN MIDAIR --

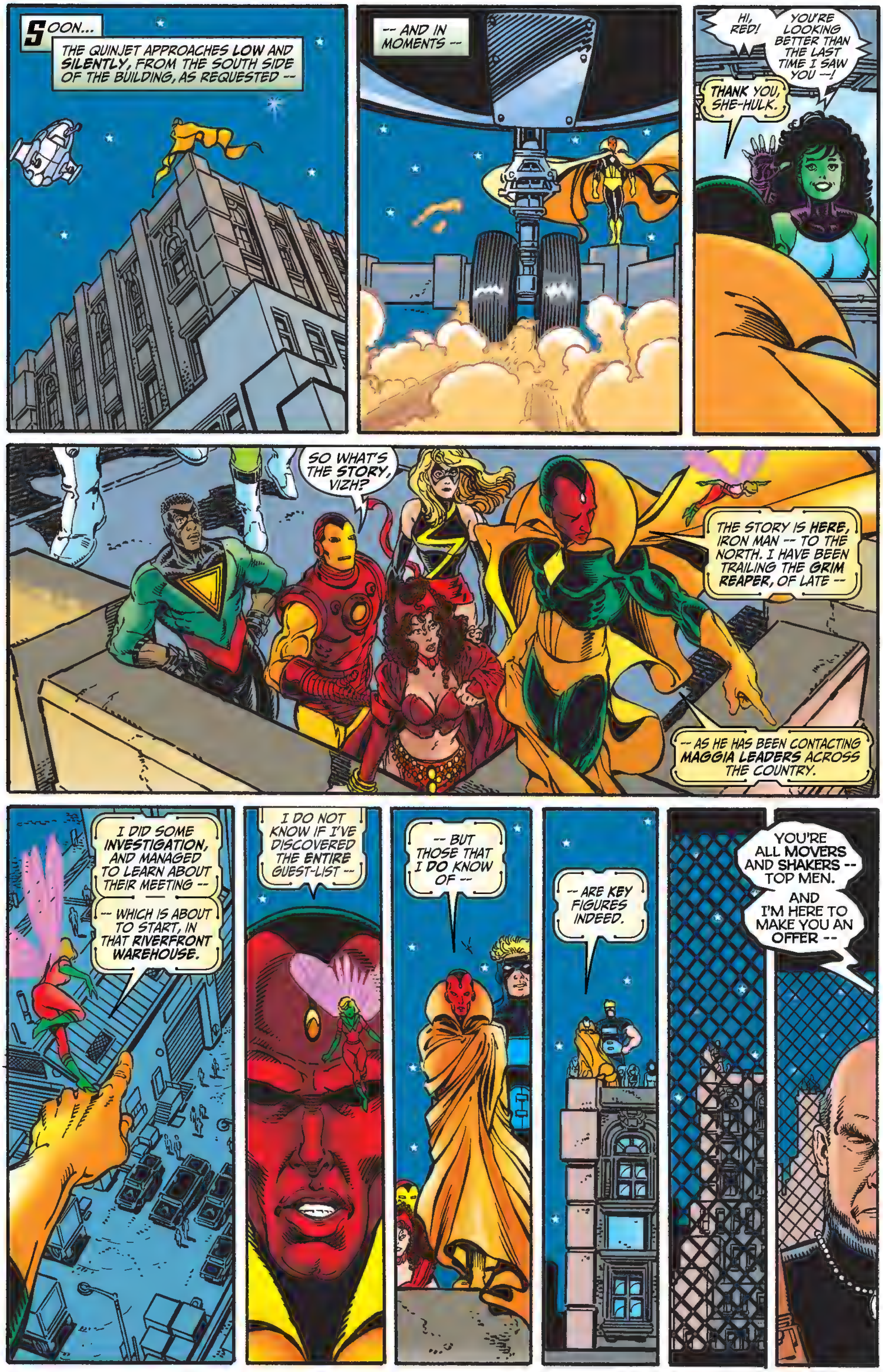

"-- AS ANYONE ELSE IS ON THE GROUND..."
NICE MOVES, TRI-GUY. BUT COME ON -- YOU CAN'T BE SERIOUS.
WITH THE MOMENTUM I CAN PUT BEHIND THIS THING --
FOW
-- THERE'S JUST NO WAY YOU CAN STOP IT!
PTAP
TRUE, TRUE.
BUT I DON'T HAVE TO STOP IT, DO I? JUST DEFLECT IT --
-- SO IT MISSES MY GOAL!
PTANG
TING
TANG
SO NOTED, SIR -- I MISSED BY ABOUT FOUR INCHES.
BUT TRICKS LIKE THAT AREN'T GOING TO WIN YOU THE GAME.
YOU'RE STILL NOT GETTING PAST ME...
TINGTANGPANG
COULD BE YOU'RE RIGHT, BIG GREEN. BUT I USED TO HUSTLE POOL FOR SPENDIN' MONEY DURING COLLEGE --
-- AND IF THERE'S ONE THING I LEARNED --
SPONG
TWANG
-- IT WAS NEVER TO UNDERESTIMATE THE POWER --
TONG
H-UHH!
BZZZZT
GOAL
-- OF THE BANK SHOT!

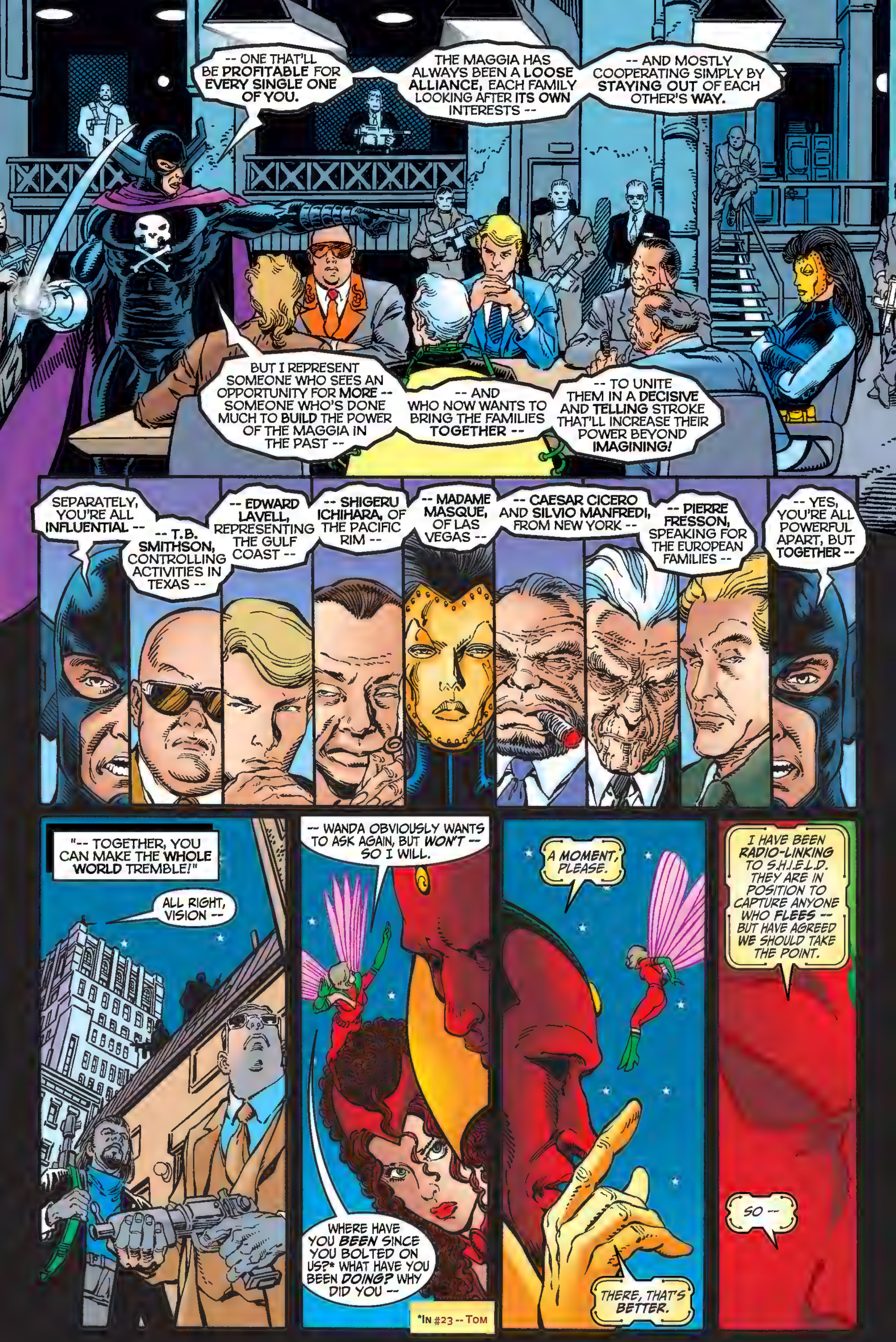

YOU'RE OKAY, RIGHT?
I WOULDN'T'VE DONE THAT IF I THOUGHT IT'D HURT YOU -- BUT SINCE YOU CAN SHRUG OFF MACHINE-GUN FIRE...
NOTHING WOUNDED BUT MY PRIDE, DELROY. BUT ANYONE WHO COULD DO THAT ON PURPOSE -- AND WORSE, IS SNEAKY ENOUGH TO DO IT --
-- MEANS I'D BETTER CHECK THE RECORDS -- I DIDN'T KNOW HAWKEYE HAD A TWIN BROTHER!
OOH. YOU'LL HAVE TO TRANSLATE FOR ME, WARBIRD. I'VE BARELY MET THE MAN --
-- BUT I DON'T THINK THAT WAS A COMPLIMENT...
AND AS THE SHE-HULK CHUCKLES, A FLOOR AWAY...
BREET BREET
AVENGERS MANSION. SCARLET WITCH SPEAKING.
WELL, HEIGHDY, MIZ SCARLET! YOU'RE LOOKING ATTRACTIVELY TOUSLED THESE DAYS, I MUST SAY! I JUST CALLED TO TALK TO SIMON --
-- SEE IF HE HAD TIME TO GRAB A BEER OR TWO...
BUT -- SIMON'S IN L.A., BEAST. I THOUGHT YOU WERE WITH HIM...
IN WORDS OF ONE SYLLABLE: HUH?
I WAS WITH HIM, WANDA -- ALL THE WAY BACK TO LAGUARDIA AIRPORT.
HE WAS HEADED RIGHT FROM THE AIRPORT TO THE MANSION. AND THAT WAS ALMOST A WEEK AGO...
THAT... IS ODD, BEAST.
WE WERE AWAY, SO I SUPPOSE HE MISSED US. BUT ONCE HE'S BACK --
-- I'LL HAVE HIM GIVE YOU A CALL. ALL RIGHT?
THAT'D BE ACES, S.W. THANKS!
SIMON'S BACK IN NEW YORK? BUT THEN WHY HASN'T HE...?
BUT WANDA MAXIMOFF DOESN'T HAVE TIME TO FINISH HER THOUGHT, AS --

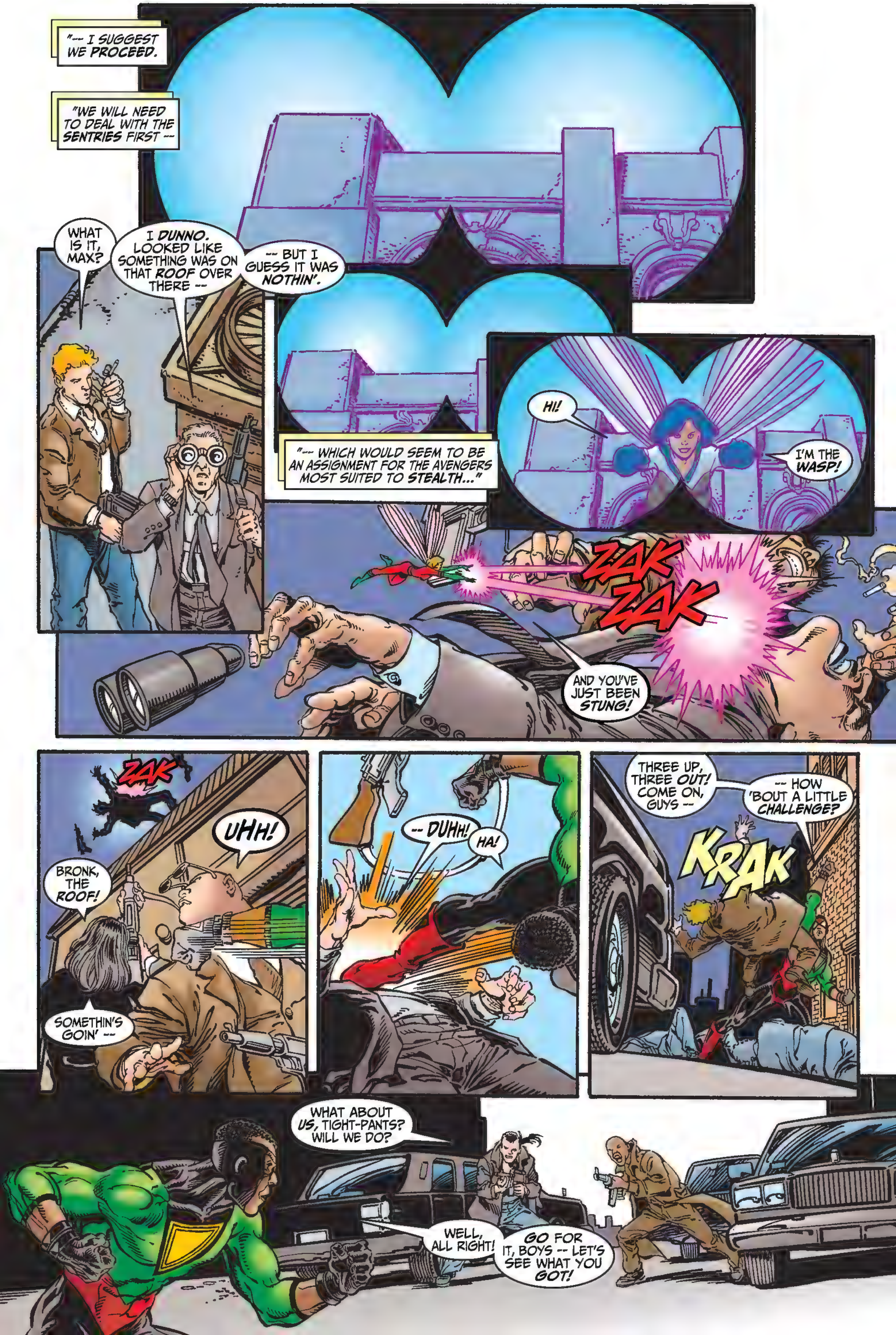

BLANGLANGLANGLANGLANGLANGLANGLANG
HUH?
VISION?!
PARDON ME, WANDA.
I APOLOGIZE FOR OVERRIDING COMMUNICATIONS, BUT IT'S NECESSARY, I FEAR.
I HAVE ALSO TAKEN THE LIBERTY OF LINKING THIS CALL TO THE MANSION'S OTHER OCCUPIED ROOMS --
-- BECAUSE EVERYONE WILL NEED TO HEAR THIS.
I HAVE JUST LEARNED THAT MAGGIA LEADERS, BOTH AMERICAN AND EUROPEAN, WILL BE MEETING TONIGHT IN CHICAGO AT THE BEHEST OF THE GRIM REAPER.
HUH.
THE PURPOSE OF THEIR MEETING IS UNKNOWN --
-- BUT THIS GIVES US AN OPPORTUNITY TO REMOVE MUCH OF THEIR LEADERSHIP IN ONE BLOW.
ACCORDINGLY, I'M CALLING FOR AN EMERGENCY ASSEMBLAGE, TO --
"EMERGENCY --"?
BUT, VISION -- YOU'VE BEEN MISSING FOR WEEKS!*
WHAT -- WHAT HAVE YOU BEEN UP TO? WHERE HAVE YOU --
*SINCE THE END OF #23 --TOM
TIME IS OF THE ESSENCE, WANDA -- AND IF WE DO NOT ACT SWIFTLY, WE WILL MISS OUR OPPORTUNITY.
PLEASE MEET ME ATOP THE OKANAGA BUILDING IN CHICAGO, AS SOON AS POSSIBLE.
VISION OUT.

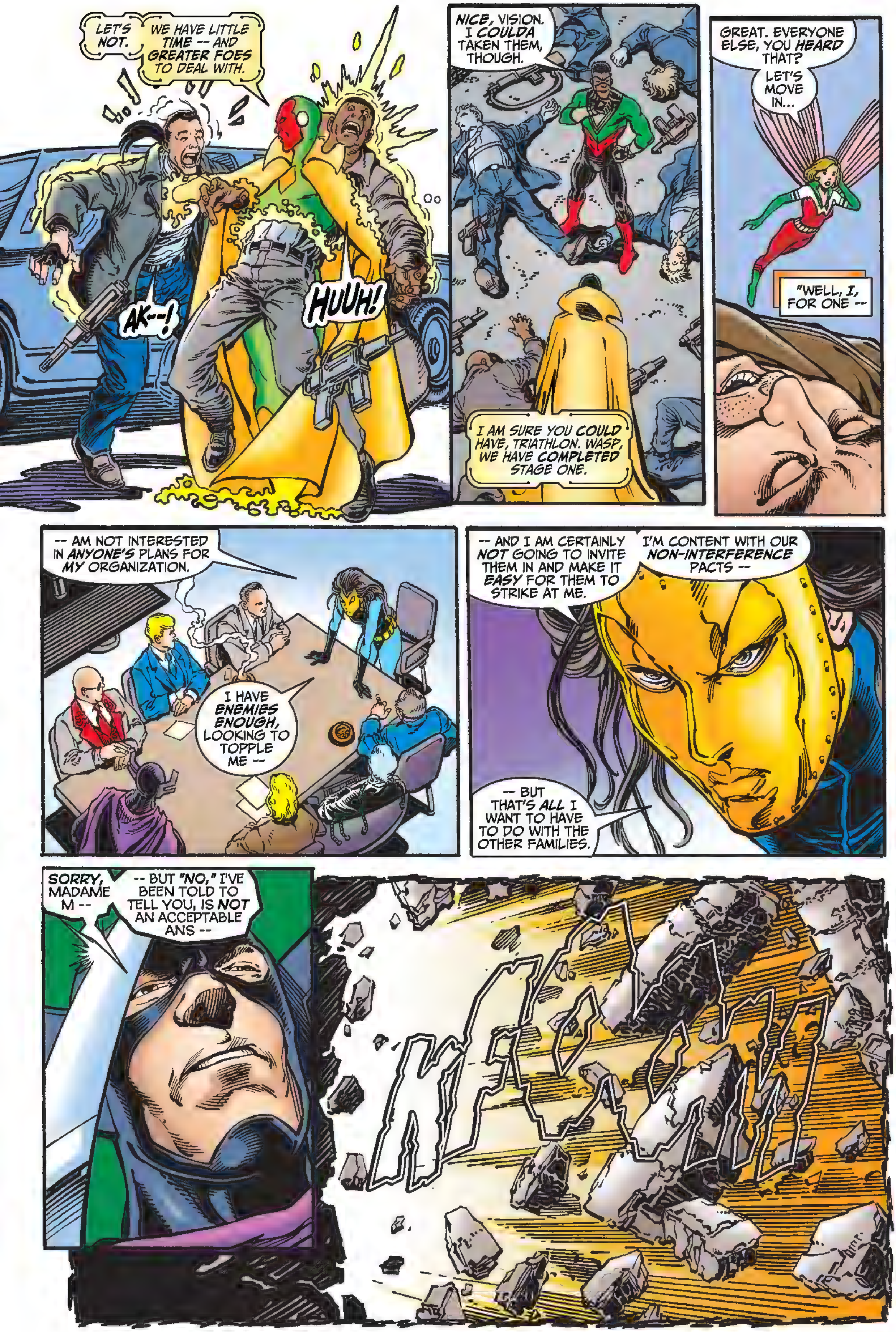

AND SO, SHORTLY...
WELL, THAT WAS CERTAINLY... *UNUSUAL*...
AH, *AVENGERS?*
I KNOW IT MAY SEEM *STRANGE* -- BUT I THINK IT'S AN *EXCELLENT* IDEA. THE AVENGERS AREN'T KNOWN FOR TACKLING *ORGANIZED CRIME* --
-- BUT IT'LL *HELP* YOUR PUBLIC IMAGE, AND IT'S *WORTH* --
I *AGREE*, DUANE -- AND NOT JUST BECAUSE I'VE HAD MORE EXPERIENCE WITH THE MAGGIA THAN *ANYONE ELSE* HERE --
WE WEREN'T THINKING ABOUT *THAT*, THOUGH --
-- BUT ABOUT THE *VISION*. HE SEEMED SOMEHOW... *DIFFERENT*.
WE CAN QUIZ HIM WHEN WE *GET* THERE. IN THE MEANTIME, AN AVENGER NEEDS *ASSISTANCE* --
-- AND THAT'S ALL THAT MATTERS. WE'LL CALL IN FROM *CHICAGO*, DUANE.
AH...
...GOOD LUCK...
NO, IRON MAN DIDN'T MEAN A *THING*, DID HE?
BUT EVERYONE'S STILL *TWITCHY* EVERY TIME I'M AROUND. TRIATHLON'S STARTING TO FIT IN. BUT *ME*...?
QUINJET HANGER

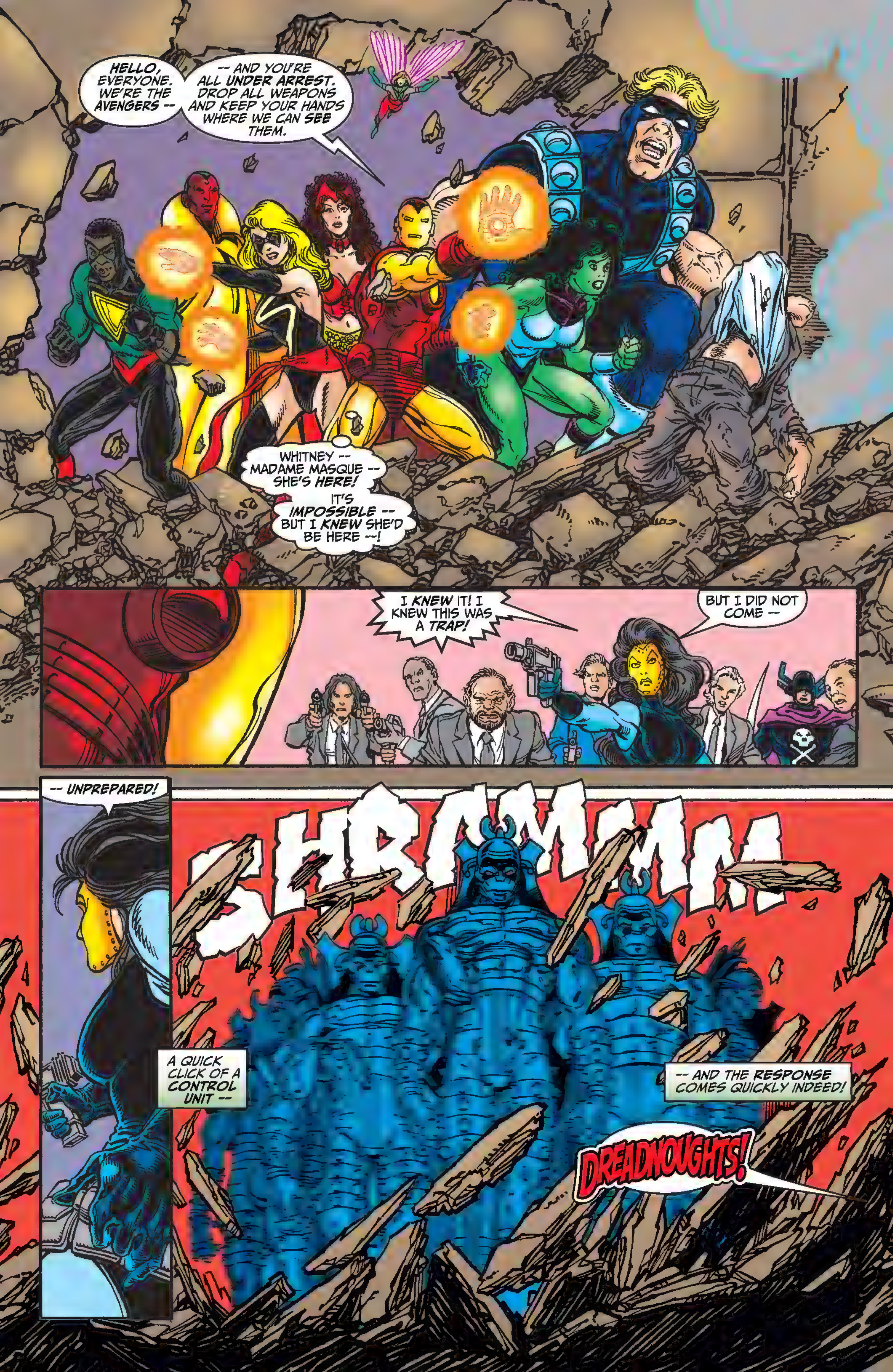

AND AS DUANE FREEMAN WONDERS HOW EFFECTIVE A FEDERAL LIAISON HE CAN BE IF THE TEAM DOESN'T TRUST HIM...
AND HE NEVER MADE IT BACK FROM THE AIRPORT?
THAT'S SO STRANGE -- EVEN IF HE HAD TO GO SOMEWHERE, HE'D HAVE LEFT A MESSAGE...
ARE YOU ALL RIGHT, WANDA?
I'LL BE FINE...
...I'M JUST A LITTLE UNEASY, THAT'S ALL. EVERYTHING'S SO... UNSETTLED...
IT'LL BE OKAY, YOU'LL SEE.
DON'T WORRY ABOUT SIMON, WANDA -- OR THE VISION. ONCE WE'RE BACK, WE CAN START LOOKING FOR OUR IONIC POWERHOUSE --
-- AND IN THE MEANTIME, IF YOU NEED ANYTHING --
HEY, WARBIRD -- I DON'T WANNA SOUND LIKE A MORON, BUT HOW COME THEY'RE TREATIN' THE WITCH LIKE SHE MIGHT SHATTER? HER BOYFRIEND'S WONDER MAN --
-- ONE OF THE STRONGEST GUYS ON THE PLANET, FOR PETE'S SAKE --
-- AND SURE, THE VISION'S HER EX, BUT THAT'S OVER, RIGHT?
THING'S ARE... COMPLICATED.
THE VISION AND WANDA SPLIT, YES, BUT THOSE FEELINGS WILL NEVER BE GONE, NOT COMPLETELY.
AND WITH THE MOOD SIMON WAS IN WHEN HE LEFT, AND CONSIDERING SOME OF THE THINGS THAT'VE HAPPENED TO HIM OVER THE YEARS...
...WELL, IT'S COMPLICATED, THAT'S ALL.
JUST STICK AROUND LONG ENOUGH, AND YOU'LL GET THE HANG OF IT...

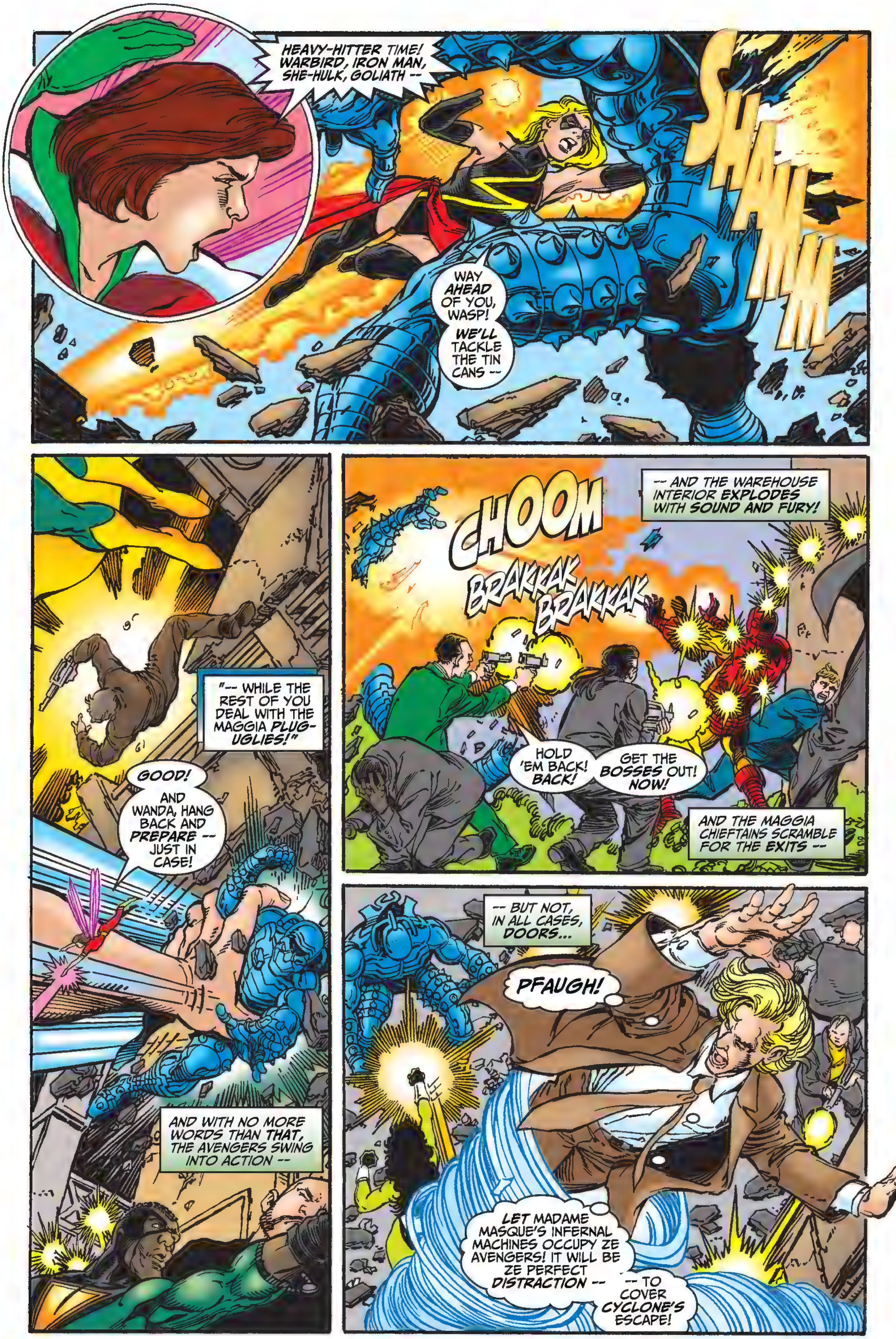

SOON...
THE QUINJET APPROACHES LOW AND SILENTLY, FROM THE SOUTH SIDE OF THE BUILDING, AS REQUESTED --
-- AND IN MOMENTS --
HI, RED!
YOU'RE LOOKING BETTER THAN THE LAST TIME I SAW YOU --!
THANK YOU, SHE-HULK.
SO WHAT'S THE STORY, VIZH?
THE STORY IS HERE, IRON MAN -- TO THE NORTH. I HAVE BEEN TRAILING THE GRIM REAPER, OF LATE --
-- AS HE HAS BEEN CONTACTING MAGGIA LEADERS ACROSS THE COUNTRY.
I DID SOME INVESTIGATION, AND MANAGED TO LEARN ABOUT THEIR MEETING --
-- WHICH IS ABOUT TO START, IN THAT RIVERFRONT WAREHOUSE.
I DO NOT KNOW IF I'VE DISCOVERED THE ENTIRE GUEST-LIST --
-- BUT THOSE THAT I DO KNOW OF --
-- ARE KEY FIGURES INDEED.
YOU'RE ALL MOVERS AND SHAKERS -- TOP MEN.
AND I'M HERE TO MAKE YOU AN OFFER --

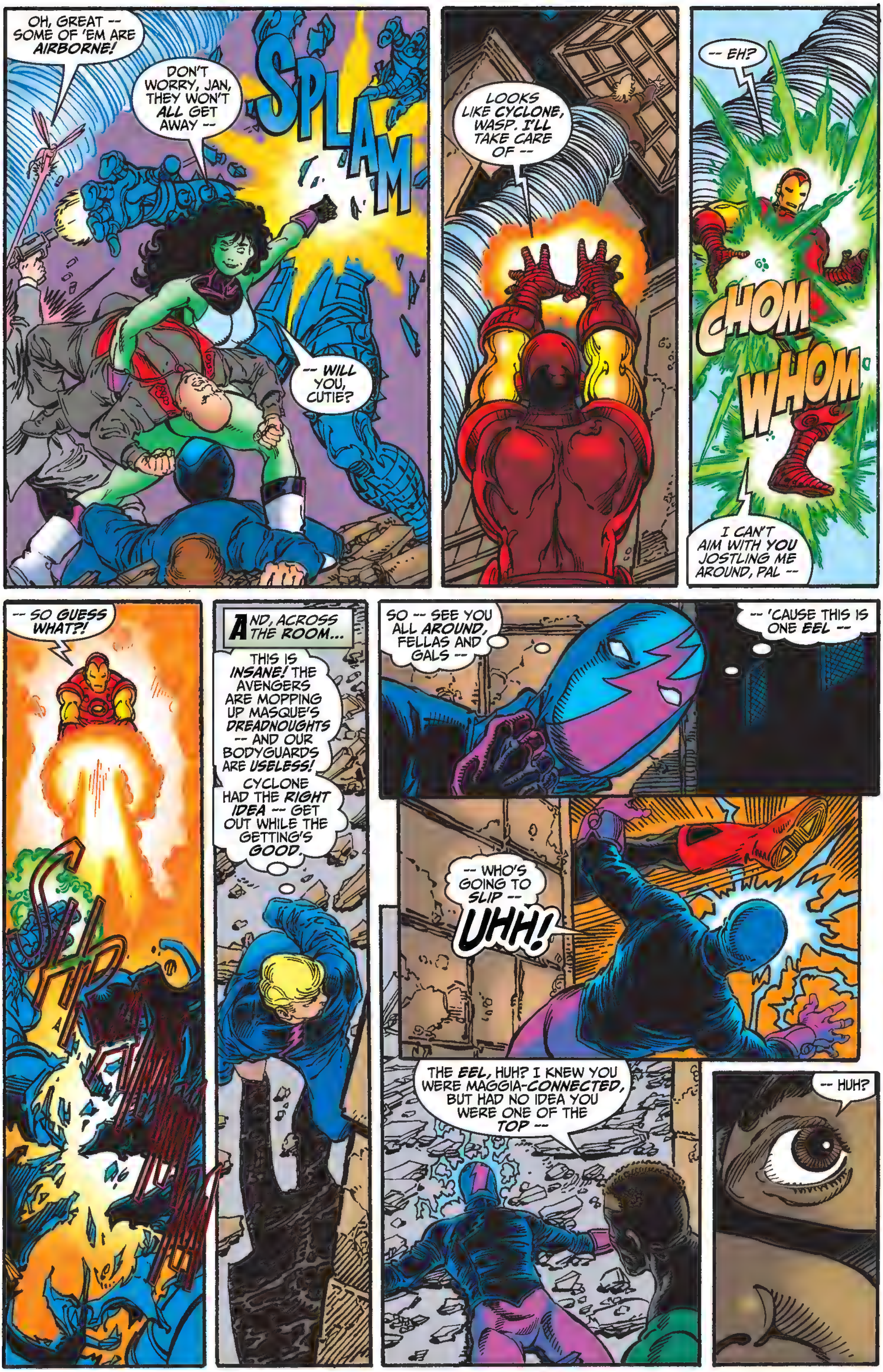

-- ONE THAT'LL BE **PROFITABLE** FOR **EVERY SINGLE ONE** OF YOU.
THE MAGGIA HAS ALWAYS BEEN A **LOOSE ALLIANCE,** EACH FAMILY LOOKING AFTER **ITS OWN** INTERESTS --
-- AND MOSTLY COOPERATING SIMPLY BY **STAYING OUT** OF EACH OTHER'S **WAY.**
BUT I REPRESENT SOMEONE WHO SEES AN OPPORTUNITY FOR **MORE** -- SOMEONE WHO'S DONE MUCH TO **BUILD** THE POWER OF THE MAGGIA IN THE PAST --
-- AND WHO NOW WANTS TO BRING THE FAMILIES **TOGETHER** --
-- TO UNITE THEM IN A **DECISIVE** AND **TELLING** STROKE THAT'LL INCREASE THEIR POWER BEYOND **IMAGINING!**
SEPARATELY, YOU'RE ALL **INFLUENTIAL** --
-- **T.B. SMITHSON,** CONTROLLING ACTIVITIES IN TEXAS --
-- **EDWARD LAVELL,** REPRESENTING THE GULF COAST --
-- **SHIGERU ICHIHARA,** OF THE PACIFIC RIM --
-- **MADAME MASQUE,** OF LAS VEGAS --
-- **CAESAR CICERO** AND **SILVIO MANFREDI,** FROM NEW YORK --
-- **PIERRE FRESSON,** SPEAKING FOR THE EUROPEAN FAMILIES --
-- YES, YOU'RE ALL POWERFUL APART, BUT **TOGETHER** --
"-- TOGETHER, YOU CAN MAKE THE **WHOLE WORLD** TREMBLE!"
ALL RIGHT, VISION --
-- WANDA OBVIOUSLY WANTS TO ASK AGAIN, BUT *WON'T* -- SO I WILL.
WHERE HAVE YOU *BEEN* SINCE YOU BOLTED ON US?* WHAT HAVE YOU BEEN *DOING?* WHY DID YOU --
*IN #23 -- TOM
A MOMENT, PLEASE.
THERE, THAT'S BETTER.
*I HAVE BEEN **RADIO-LINKING** TO S.H.I.E.L.D. THEY ARE IN POSITION TO CAPTURE ANYONE WHO **FLEES** -- BUT HAVE AGREED WE SHOULD TAKE THE POINT.*
SO --

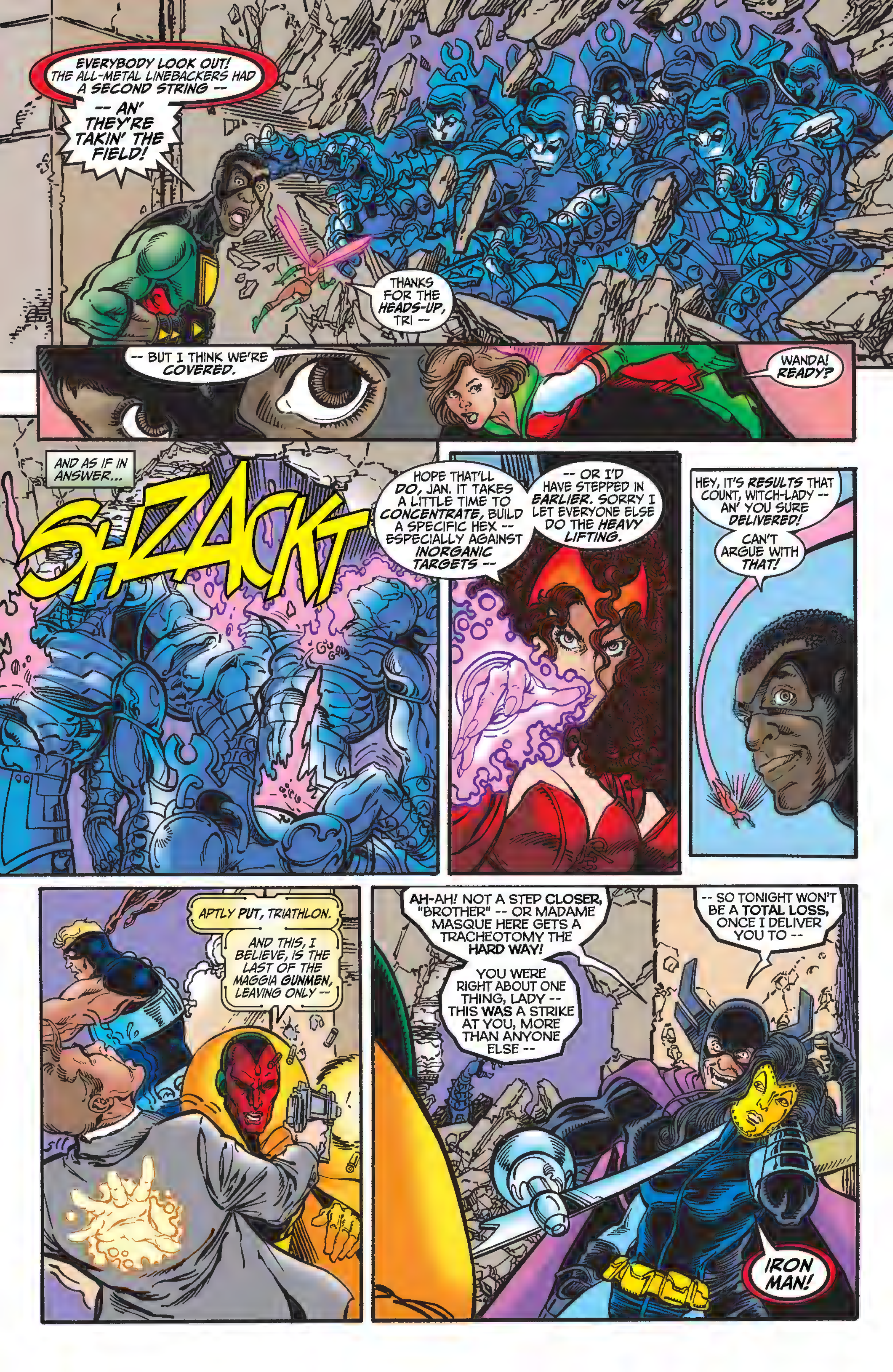

"-- I SUGGEST WE PROCEED.
"WE WILL NEED TO DEAL WITH THE SENTRIES FIRST --
WHAT IS IT, MAX?
I DUNNO. LOOKED LIKE SOMETHING WAS ON THAT ROOF OVER THERE --
-- BUT I GUESS IT WAS NOTHIN'.
"-- WHICH WOULD SEEM TO BE AN ASSIGNMENT FOR THE AVENGERS MOST SUITED TO STEALTH..."
HI!
I'M THE WASP!
ZAK
ZAK
AND YOU'VE JUST BEEN STUNG!
ZAK
UHH!
BRONK, THE ROOF!
SOMETHIN'S GOIN' --
-- DUHH!
HA!
THREE UP, THREE OUT! COME ON, GUYS --
-- HOW 'BOUT A LITTLE CHALLENGE?
KRAK
WHAT ABOUT US, TIGHT-PANTS? WILL WE DO?
WELL, ALL RIGHT!
GO FOR IT, BOYS -- LET'S SEE WHAT YOU GOT!

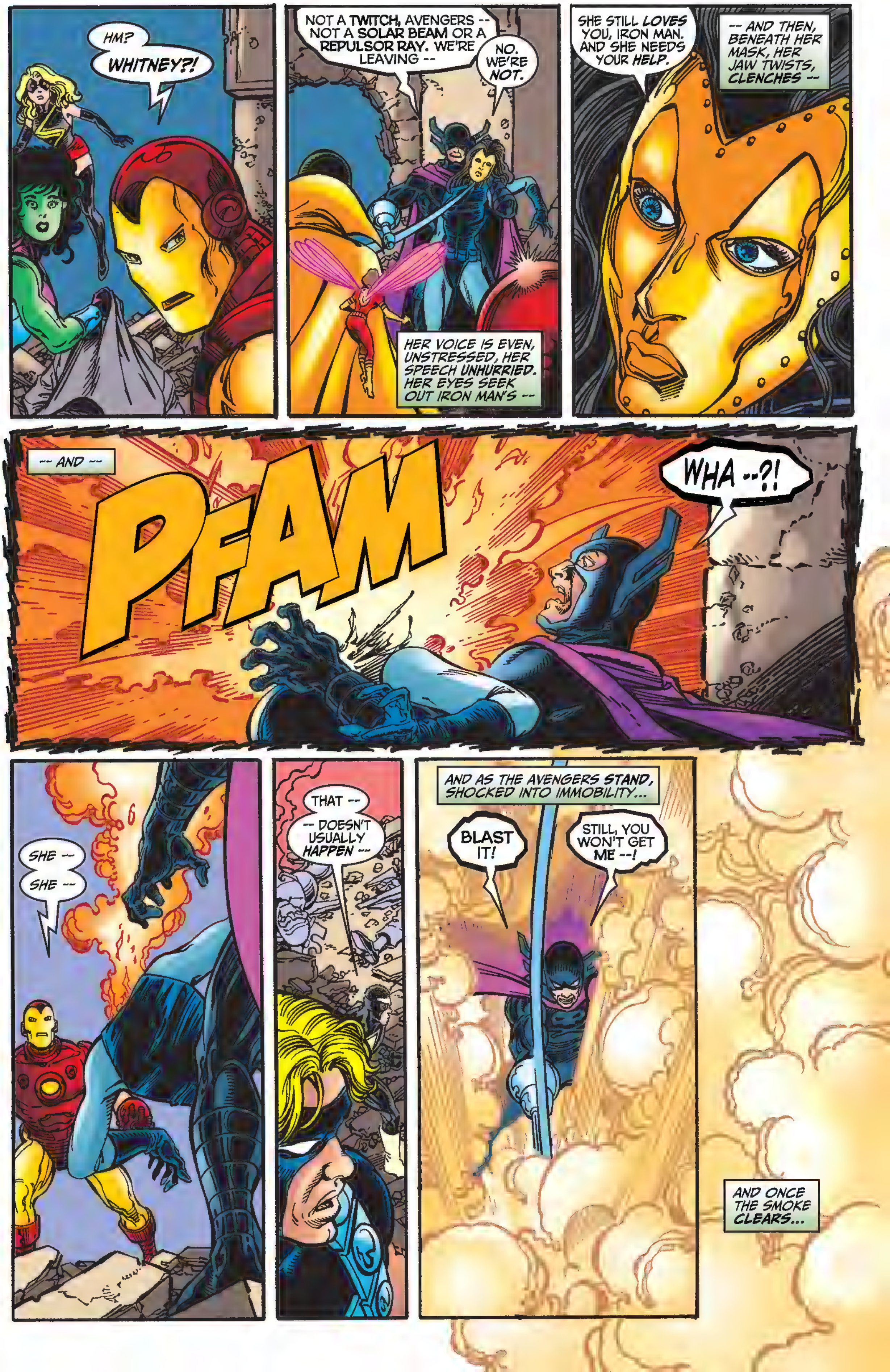

LET'S NOT.
WE HAVE LITTLE TIME -- AND GREATER FOES TO DEAL WITH.
AK--!
HUUH!
NICE, VISION. I COULDA TAKEN THEM, THOUGH.
I AM SURE YOU COULD HAVE, TRIATHLON. WASP, WE HAVE COMPLETED STAGE ONE.
GREAT. EVERYONE ELSE, YOU HEARD THAT?
LET'S MOVE IN...
"WELL, I, FOR ONE --
-- AM NOT INTERESTED IN ANYONE'S PLANS FOR MY ORGANIZATION.
I HAVE ENEMIES ENOUGH, LOOKING TO TOPPLE ME --
-- AND I AM CERTAINLY NOT GOING TO INVITE THEM IN AND MAKE IT EASY FOR THEM TO STRIKE AT ME.
I'M CONTENT WITH OUR NON-INTERFERENCE PACTS --
-- BUT THAT'S ALL I WANT TO HAVE TO DO WITH THE OTHER FAMILIES.
SORRY, MADAME M --
-- BUT "NO," I'VE BEEN TOLD TO TELL YOU, IS NOT AN ACCEPTABLE ANS --
KRAKOOM

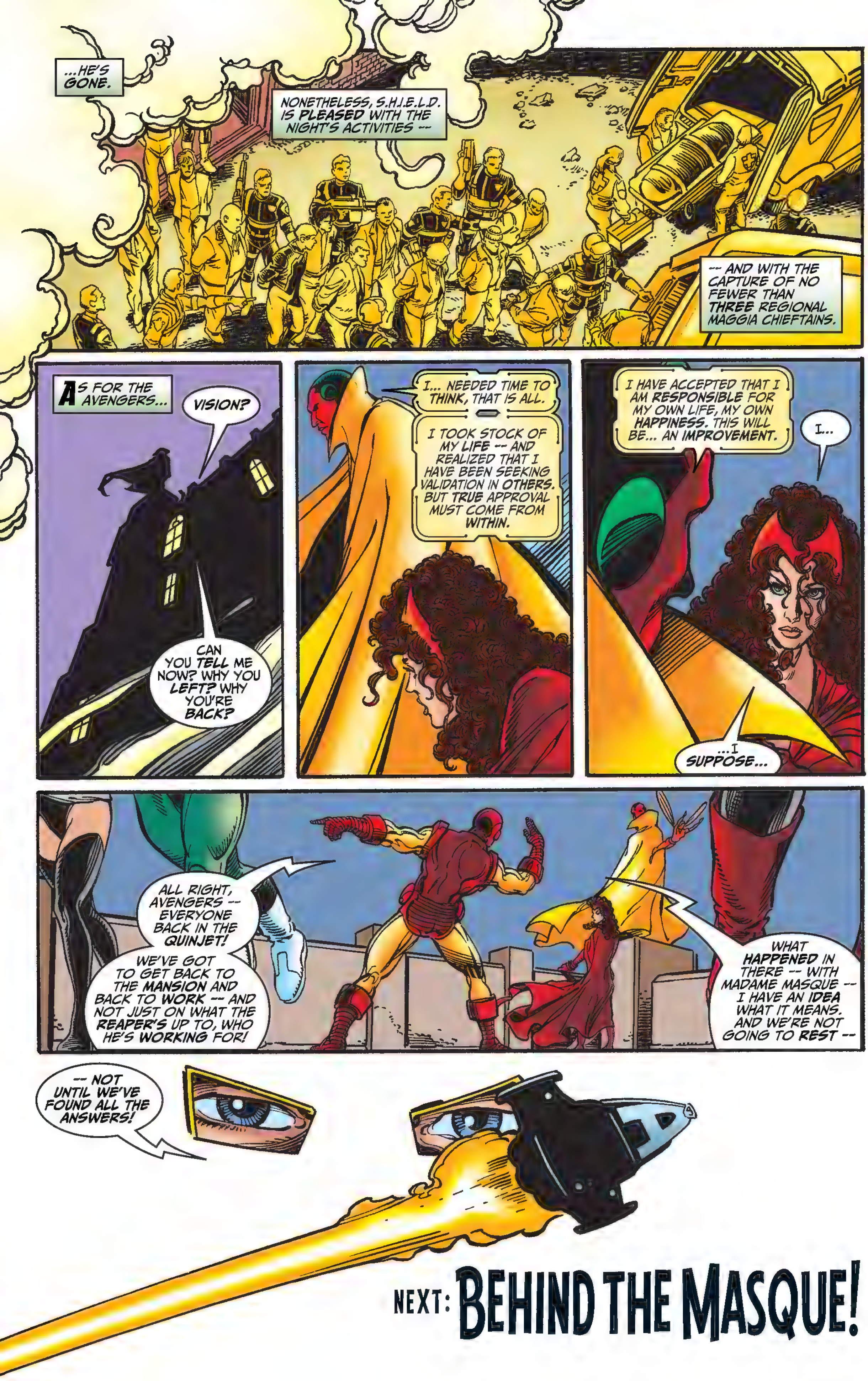

HELLO, EVERYONE. WE'RE THE AVENGERS --
-- AND YOU'RE ALL UNDER ARREST. DROP ALL WEAPONS AND KEEP YOUR HANDS WHERE WE CAN SEE THEM.
WHITNEY -- MADAME MASQUE -- SHE'S HERE!
IT'S IMPOSSIBLE -- BUT I KNEW SHE'D BE HERE --!
I KNEW IT! I KNEW THIS WAS A TRAP!
BUT I DID NOT COME --
-- UNPREPARED!
SHRAMMM
A QUICK CLICK OF A CONTROL UNIT --
-- AND THE RESPONSE COMES QUICKLY INDEED!
DREADNOUGHTS!


HEAVY-HITTER TIME! WARBIRD, IRON MAN, SHE-HULK, GOLIATH --
SHAMMM
WAY AHEAD OF YOU, WASP! WE'LL TACKLE THE TIN CANS --
"-- WHILE THE REST OF YOU DEAL WITH THE MAGGIA PLUG-UGLIES!"
GOOD!
AND WANDA, HANG BACK AND PREPARE -- JUST IN CASE!
AND WITH NO MORE WORDS THAN THAT, THE AVENGERS SWING INTO ACTION --
CHOOM
-- AND THE WAREHOUSE INTERIOR EXPLODES WITH SOUND AND FURY!
BRAKKAK BRAKKAK
HOLD 'EM BACK! BACK!
GET THE BOSSES OUT! NOW!
AND THE MAGGIA CHIEFTAINS SCRAMBLE FOR THE EXITS --
-- BUT NOT, IN ALL CASES, DOORS...
PFAUGH!
LET MADAME MASQUE'S INFERNAL MACHINES OCCUPY ZE AVENGERS! IT WILL BE ZE PERFECT DISTRACTION --
-- TO COVER CYCLONE'S ESCAPE!


OH, GREAT -- SOME OF 'EM ARE AIRBORNE!
DON'T WORRY, JAN, THEY WON'T ALL GET AWAY --
SPLAM
-- WILL YOU, CUTIE?
LOOKS LIKE CYCLONE, WASP. I'LL TAKE CARE OF --
-- EH?
CHOM
WHOM
I CAN'T AIM WITH YOU JOSTLING ME AROUND, PAL --
-- SO GUESS WHAT?!
AND, ACROSS THE ROOM...
THIS IS INSANE! THE AVENGERS ARE MOPPING UP MASQUE'S DREADNOUGHTS -- AND OUR BODYGUARDS ARE USELESS!
CYCLONE HAD THE RIGHT IDEA -- GET OUT WHILE THE GETTING'S GOOD.
SO -- SEE YOU ALL AROUND, FELLAS AND GALS --
-- 'CAUSE THIS IS ONE EEL --
-- WHO'S GOING TO SLIP --
UHH!
THE EEL, HUH? I KNEW YOU WERE MAGGIA-CONNECTED, BUT HAD NO IDEA YOU WERE ONE OF THE TOP --
-- HUH?


EVERYBODY LOOK OUT! THE ALL-METAL LINEBACKERS HAD A SECOND STRING --
-- AN' THEY'RE TAKIN' THE FIELD!
THANKS FOR THE HEADS-UP, TRI --
-- BUT I THINK WE'RE COVERED.
WANDA! READY?
AND AS IF IN ANSWER...
SHZACKT
HOPE THAT'LL DO, JAN. IT TAKES A LITTLE TIME TO CONCENTRATE, BUILD A SPECIFIC HEX -- ESPECIALLY AGAINST INORGANIC TARGETS --
-- OR I'D HAVE STEPPED IN EARLIER. SORRY I LET EVERYONE ELSE DO THE HEAVY LIFTING.
HEY, IT'S RESULTS THAT COUNT, WITCH-LADY -- AN' YOU SURE DELIVERED!
CAN'T ARGUE WITH THAT!
APTLY PUT, TRIATHLON.
AND THIS, I BELIEVE, IS THE LAST OF THE MAGGIA GUNMEN, LEAVING ONLY --
AH-AH! NOT A STEP CLOSER, "BROTHER" -- OR MADAME MASQUE HERE GETS A TRACHEOTOMY THE HARD WAY!
YOU WERE RIGHT ABOUT ONE THING, LADY -- THIS WAS A STRIKE AT YOU, MORE THAN ANYONE ELSE --
-- SO TONIGHT WON'T BE A TOTAL LOSS, ONCE I DELIVER YOU TO --
IRON MAN!


HM? WHITNEY?!
NOT A TWITCH, AVENGERS -- NOT A SOLAR BEAM OR A REPULSOR RAY. WE'RE LEAVING --
NO. WE'RE NOT.
HER VOICE IS EVEN, UNSTRESSED, HER SPEECH UNHURRIED. HER EYES SEEK OUT IRON MAN'S --
SHE STILL LOVES YOU, IRON MAN. AND SHE NEEDS YOUR HELP.
-- AND THEN, BENEATH HER MASK, HER JAW TWISTS, CLENCHES --
-- AND --
PFAM
WHA --?!
SHE --
SHE --
THAT --
-- DOESN'T USUALLY HAPPEN --
AND AS THE AVENGERS STAND, SHOCKED INTO IMMOBILITY...
BLAST IT!
STILL, YOU WON'T GET ME --!
AND ONCE THE SMOKE CLEARS...


...HE'S GONE.
NONETHELESS, S.H.I.E.L.D. IS PLEASED WITH THE NIGHT'S ACTIVITIES --
-- AND WITH THE CAPTURE OF NO FEWER THAN THREE REGIONAL MAGGIA CHIEFTAINS.
AS FOR THE AVENGERS...
VISION?
CAN YOU TELL ME NOW? WHY YOU LEFT? WHY YOU'RE BACK?
I... NEEDED TIME TO THINK, THAT IS ALL.
I TOOK STOCK OF MY LIFE -- AND REALIZED THAT I HAVE BEEN SEEKING VALIDATION IN OTHERS. BUT TRUE APPROVAL MUST COME FROM WITHIN.
I HAVE ACCEPTED THAT I AM RESPONSIBLE FOR MY OWN LIFE, MY OWN HAPPINESS. THIS WILL BE... AN IMPROVEMENT.
I...
...I SUPPOSE...
ALL RIGHT, AVENGERS -- EVERYONE BACK IN THE QUINJET!
WE'VE GOT TO GET BACK TO THE MANSION AND BACK TO WORK -- AND NOT JUST ON WHAT THE REAPER'S UP TO, WHO HE'S WORKING FOR!
WHAT HAPPENED IN THERE -- WITH MADAME MASQUE -- I HAVE AN IDEA WHAT IT MEANS. AND WE'RE NOT GOING TO REST --
-- NOT UNTIL WE'VE FOUND ALL THE ANSWERS!
NEXT: BEHIND THE MASQUE!

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THUNDERBOLTS
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WOUNDED--
--BY WONDER MAN!

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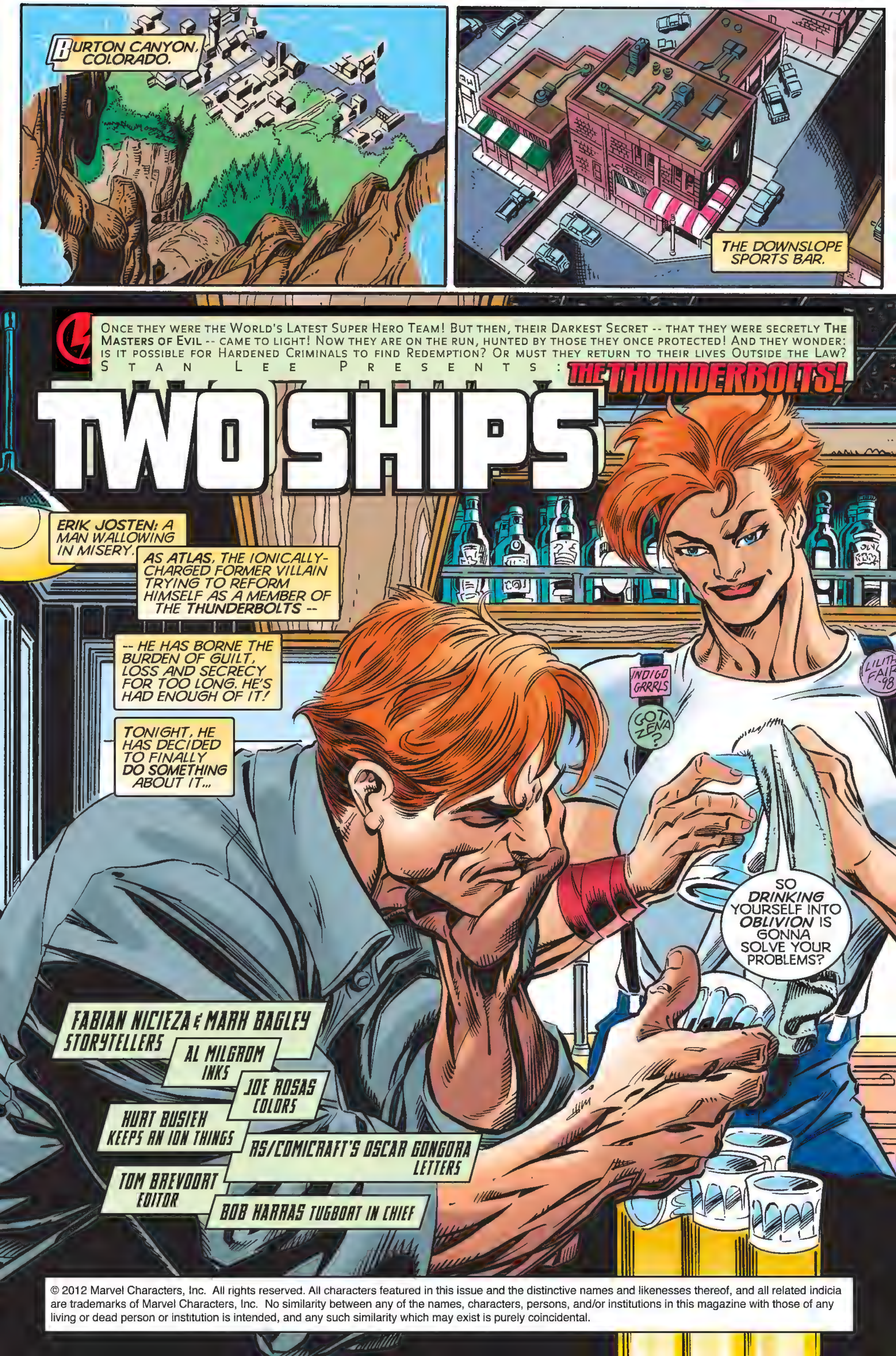
BURTON CANYON, COLORADO.
THE DOWNSLOPE SPORTS BAR.
ONCE THEY WERE THE WORLD'S LATEST SUPER HERO TEAM! BUT THEN, THEIR DARKEST SECRET -- THAT THEY WERE SECRETLY THE MASTERS OF EVIL -- CAME TO LIGHT! NOW THEY ARE ON THE RUN, HUNTED BY THOSE THEY ONCE PROTECTED! AND THEY WONDER: IS IT POSSIBLE FOR HARDENED CRIMINALS TO FIND REDEMPTION? OR MUST THEY RETURN TO THEIR LIVES OUTSIDE THE LAW?
STAN LEE PRESENTS: THE THUNDERBOLTS!
TWO SHIPS
ERIK JOSTEN: A MAN WALLOWING IN MISERY.
AS ATLAS, THE IONICALLY-CHARGED FORMER VILLAIN TRYING TO REFORM HIMSELF AS A MEMBER OF THE THUNDERBOLTS --
-- HE HAS BORNE THE BURDEN OF GUILT, LOSS AND SECRECY FOR TOO LONG. HE'S HAD ENOUGH OF IT!
TONIGHT, HE HAS DECIDED TO FINALLY DO SOMETHING ABOUT IT...
INDIGO GRRRLS
LILITH FAIR '98
GOT ZENA?
SO DRINKING YOURSELF INTO OBLIVION IS GONNA SOLVE YOUR PROBLEMS?
FABIAN NICIEZA & MARK BAGLEY STORYTELLERS
AL MILGROM INKS
JOE ROSAS COLORS
KURT BUSIEK KEEPS AN ION THINGS
RS/COMICRAFT'S OSCAR GONGORA LETTERS
TOM BREVOORT EDITOR
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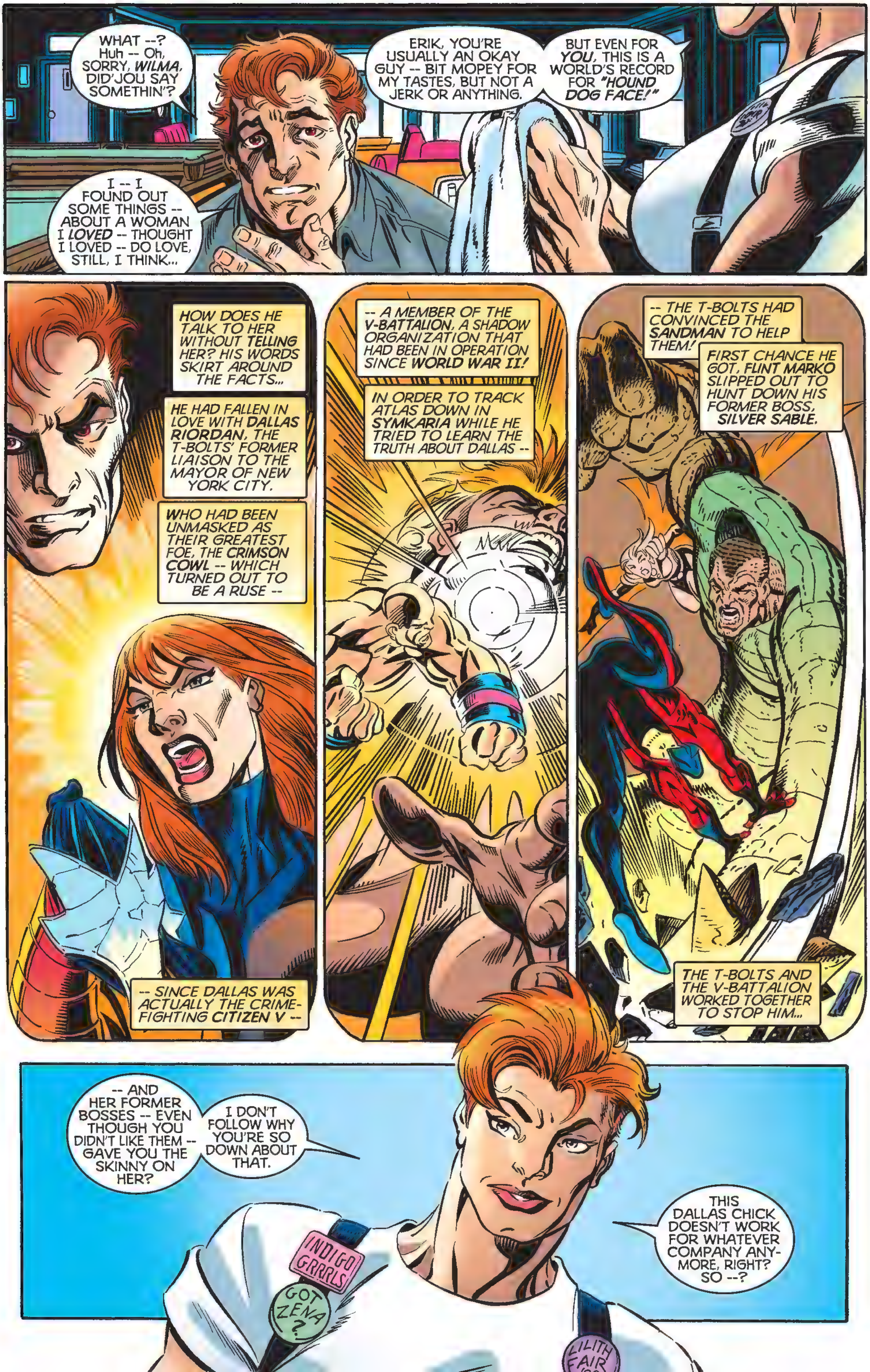
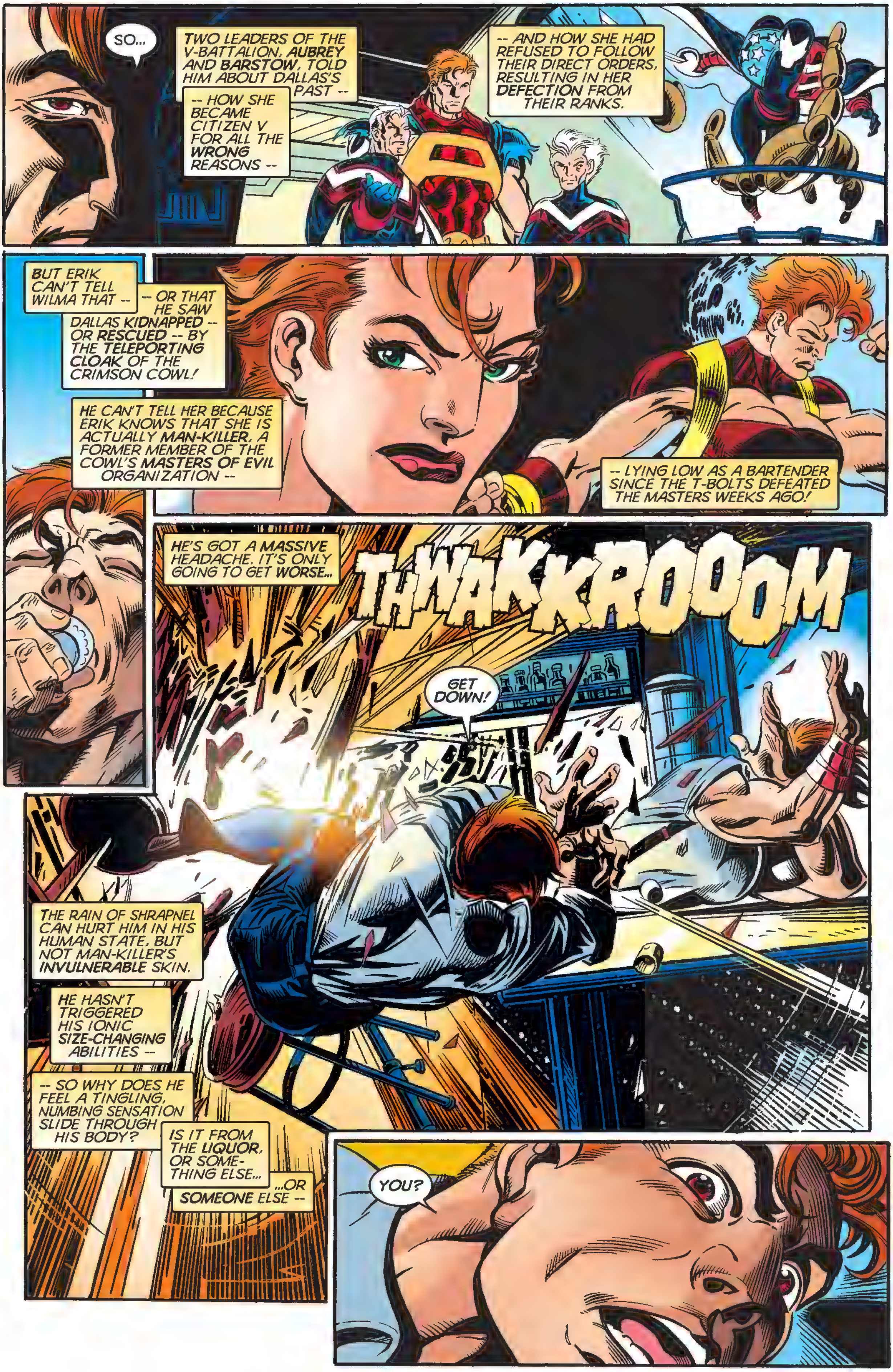
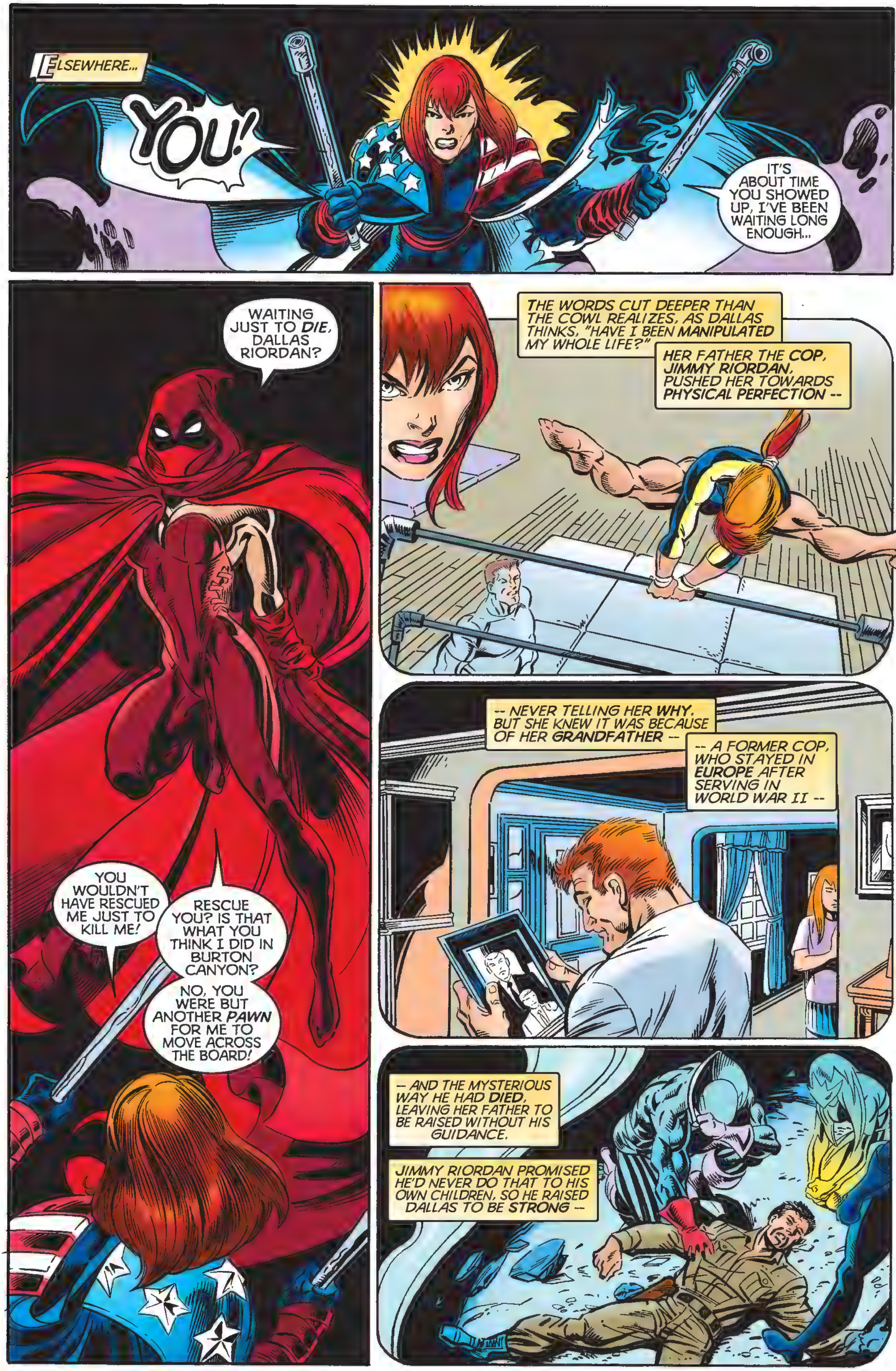
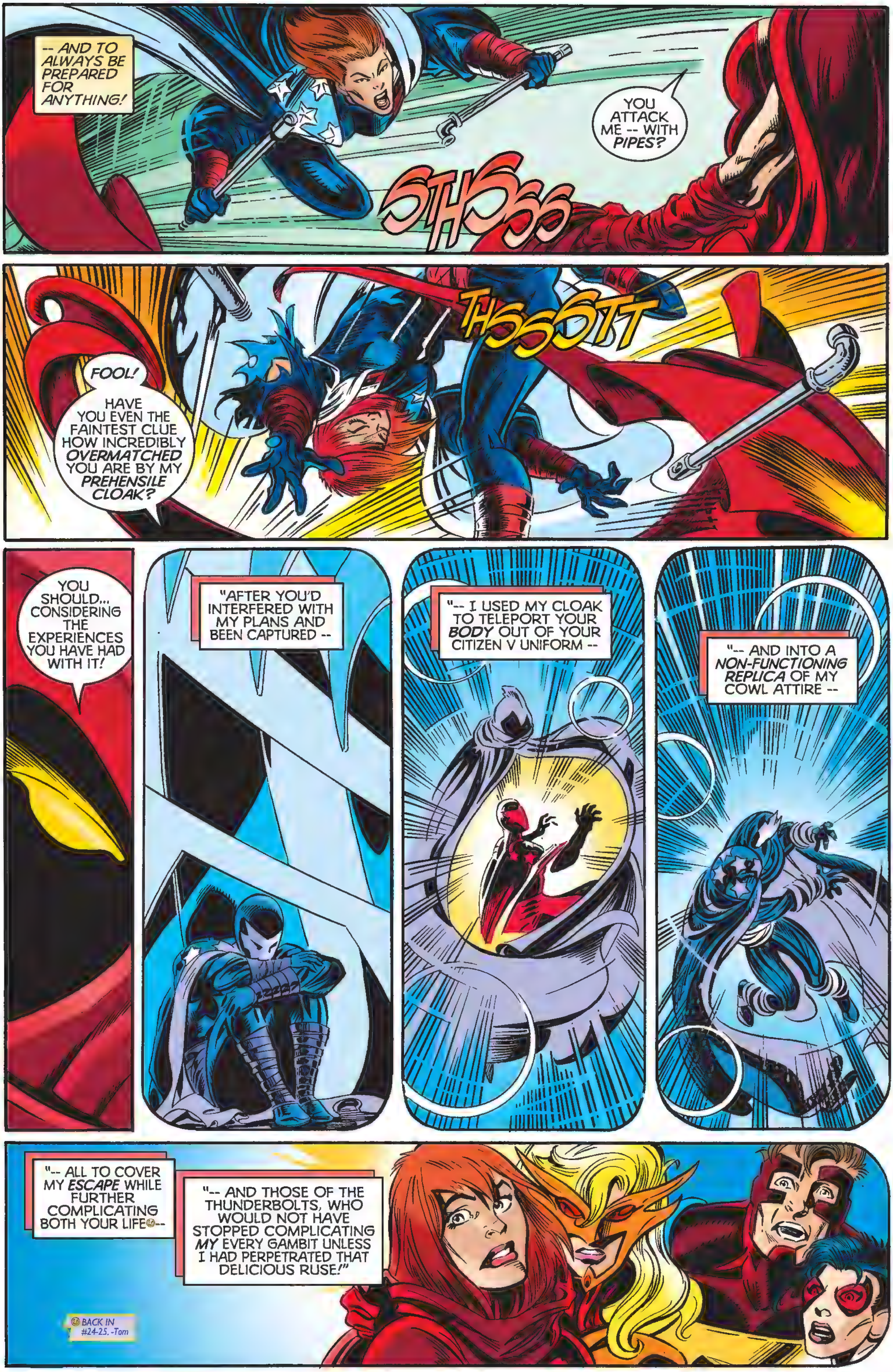
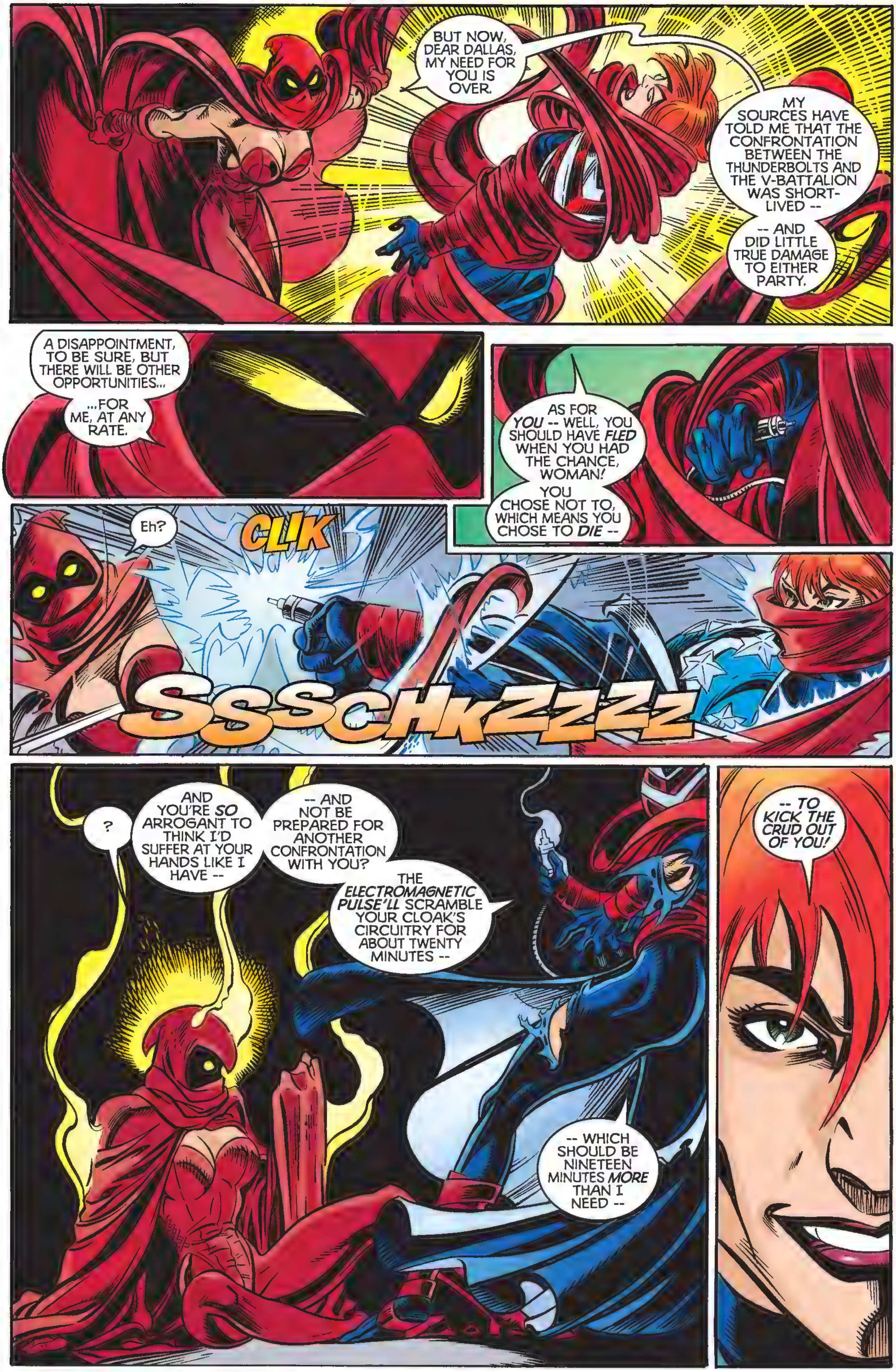
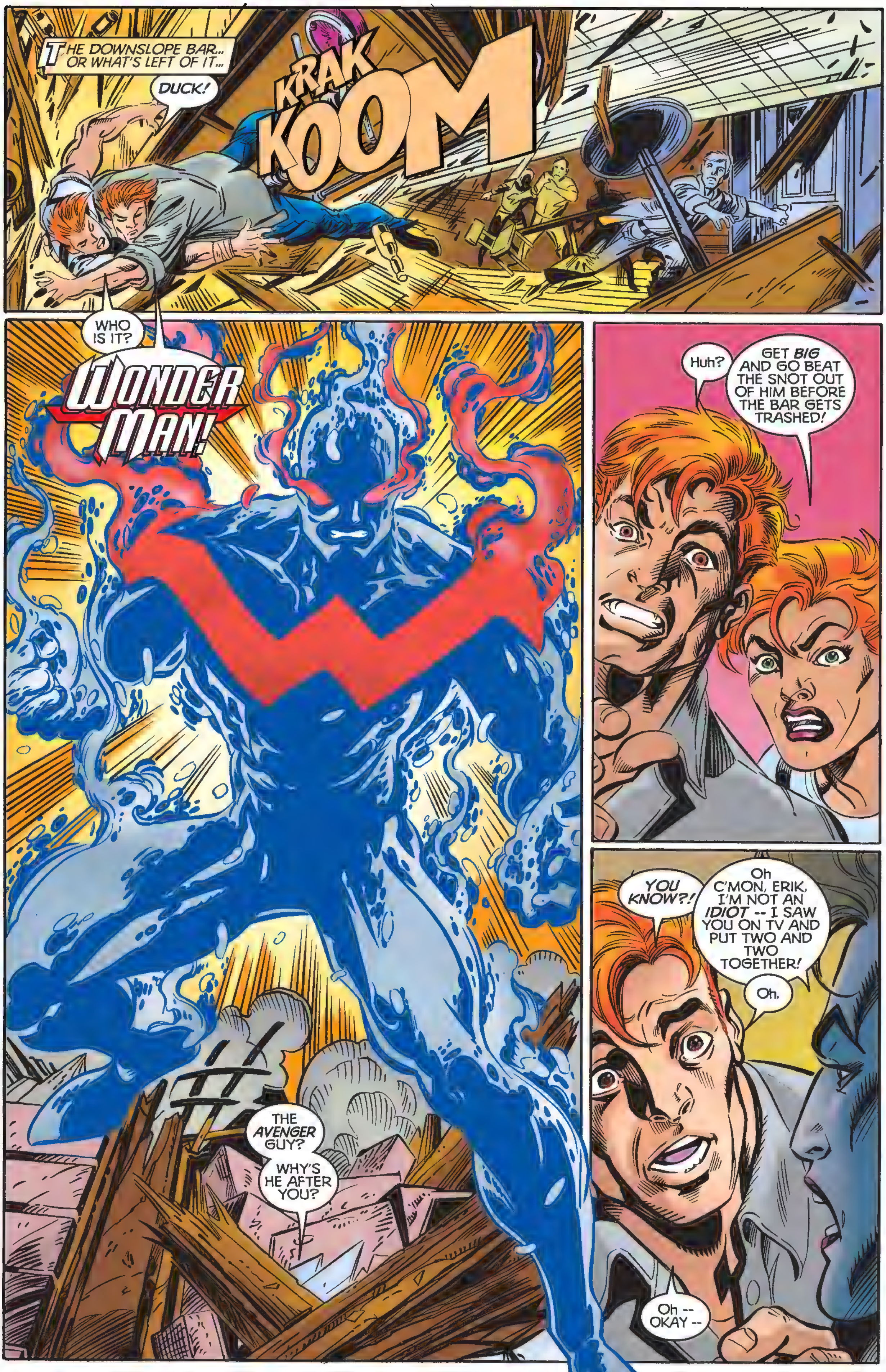

WHAT --? Huh -- Oh, SORRY, *WILMA*, DID'JOU SAY SOMETHIN'?
ERIK, YOU'RE USUALLY AN OKAY GUY -- BIT MOPEY FOR MY TASTES, BUT NOT A JERK OR ANYTHING.
BUT EVEN FOR *YOU*, THIS IS A WORLD'S RECORD FOR *"HOUND DOG FACE!"*
I -- I FOUND OUT SOME THINGS -- ABOUT A WOMAN I *LOVED* -- THOUGHT I LOVED -- DO LOVE, STILL, I THINK...
HOW DOES HE TALK TO HER WITHOUT **TELLING** HER? HIS WORDS SKIRT AROUND THE FACTS...
HE HAD FALLEN IN LOVE WITH **DALLAS RIORDAN**, THE T-BOLTS' FORMER LIAISON TO THE MAYOR OF NEW YORK CITY.
WHO HAD BEEN UNMASKED AS THEIR GREATEST FOE, THE **CRIMSON COWL** -- WHICH TURNED OUT TO BE A RUSE --
-- SINCE DALLAS WAS ACTUALLY THE CRIME-FIGHTING **CITIZEN V** --
-- A MEMBER OF THE **V-BATTALION**, A SHADOW ORGANIZATION THAT HAD BEEN IN OPERATION SINCE **WORLD WAR II!**
IN ORDER TO TRACK ATLAS DOWN IN **SYMKARIA** WHILE HE TRIED TO LEARN THE TRUTH ABOUT DALLAS --
-- THE T-BOLTS HAD CONVINCED THE **SANDMAN** TO HELP THEM!
FIRST CHANCE HE GOT, **FLINT MARKO** SLIPPED OUT TO HUNT DOWN HIS FORMER BOSS, **SILVER SABLE.**
THE T-BOLTS AND THE V-BATTALION WORKED TOGETHER TO STOP HIM...
-- AND HER FORMER BOSSES -- EVEN THOUGH YOU DIDN'T LIKE THEM -- GAVE YOU THE SKINNY ON HER?
I DON'T FOLLOW WHY YOU'RE SO DOWN ABOUT THAT.
THIS DALLAS CHICK DOESN'T WORK FOR WHATEVER COMPANY ANY-MORE, RIGHT? SO --?
INDIGO GRRRLS
GOT ZENA ?
LILITH FAIR

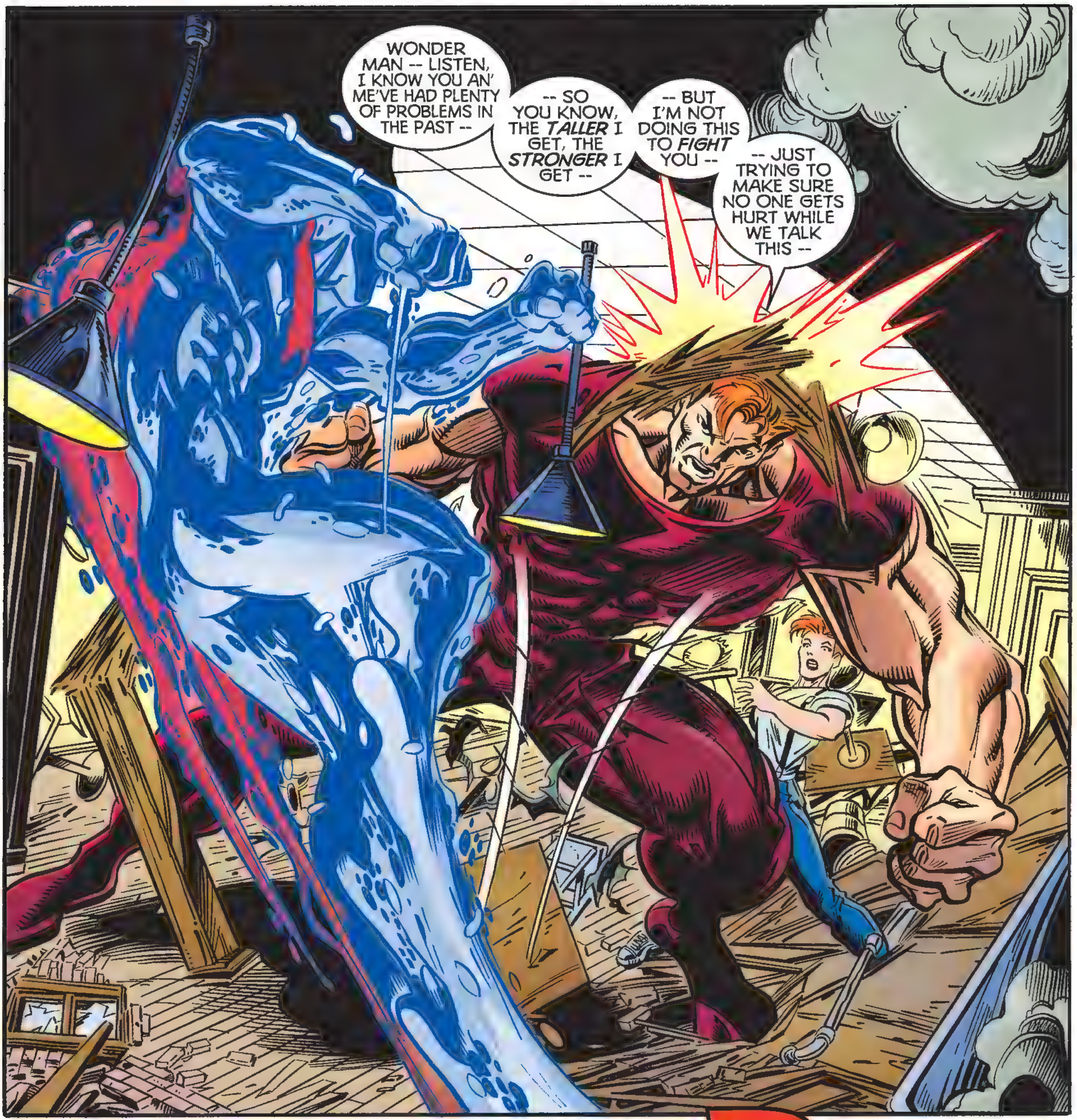

SO...
TWO LEADERS OF THE V-BATTALION, AUBREY AND BARSTOW, TOLD HIM ABOUT DALLAS'S PAST --
-- HOW SHE BECAME CITIZEN V FOR ALL THE WRONG REASONS --
-- AND HOW SHE HAD REFUSED TO FOLLOW THEIR DIRECT ORDERS, RESULTING IN HER DEFECTION FROM THEIR RANKS.
BUT ERIK CAN'T TELL WILMA THAT --
-- OR THAT HE SAW DALLAS KIDNAPPED -- OR RESCUED -- BY THE TELEPORTING CLOAK OF THE CRIMSON COWL!
HE CAN'T TELL HER BECAUSE ERIK KNOWS THAT SHE IS ACTUALLY MAN-KILLER, A FORMER MEMBER OF THE COWL'S MASTERS OF EVIL ORGANIZATION --
-- LYING LOW AS A BARTENDER SINCE THE T-BOLTS DEFEATED THE MASTERS WEEKS AGO!
HE'S GOT A MASSIVE HEADACHE. IT'S ONLY GOING TO GET WORSE...
THWAKKROOOOM
GET DOWN!
THE RAIN OF SHRAPNEL CAN HURT HIM IN HIS HUMAN STATE, BUT NOT MAN-KILLER'S INVULNERABLE SKIN.
HE HASN'T TRIGGERED HIS IONIC SIZE-CHANGING ABILITIES --
-- SO WHY DOES HE FEEL A TINGLING, NUMBING SENSATION SLIDE THROUGH HIS BODY?
IS IT FROM THE LIQUOR, OR SOMETHING ELSE...
...OR SOMEONE ELSE --
YOU?


ELSEWHERE...
YOU!
IT'S ABOUT TIME YOU SHOWED UP, I'VE BEEN WAITING LONG ENOUGH...
WAITING JUST TO DIE, DALLAS RIORDAN?
YOU WOULDN'T HAVE RESCUED ME JUST TO KILL ME!
RESCUE YOU? IS THAT WHAT YOU THINK I DID IN BURTON CANYON?
NO, YOU WERE BUT ANOTHER PAWN FOR ME TO MOVE ACROSS THE BOARD!
THE WORDS CUT DEEPER THAN THE COWL REALIZES, AS DALLAS THINKS, "HAVE I BEEN MANIPULATED MY WHOLE LIFE?"
HER FATHER THE COP, JIMMY RIORDAN, PUSHED HER TOWARDS PHYSICAL PERFECTION --
-- NEVER TELLING HER WHY, BUT SHE KNEW IT WAS BECAUSE OF HER GRANDFATHER --
-- A FORMER COP, WHO STAYED IN EUROPE AFTER SERVING IN WORLD WAR II --
-- AND THE MYSTERIOUS WAY HE HAD DIED, LEAVING HER FATHER TO BE RAISED WITHOUT HIS GUIDANCE.
JIMMY RIORDAN PROMISED HE'D NEVER DO THAT TO HIS OWN CHILDREN, SO HE RAISED DALLAS TO BE STRONG --

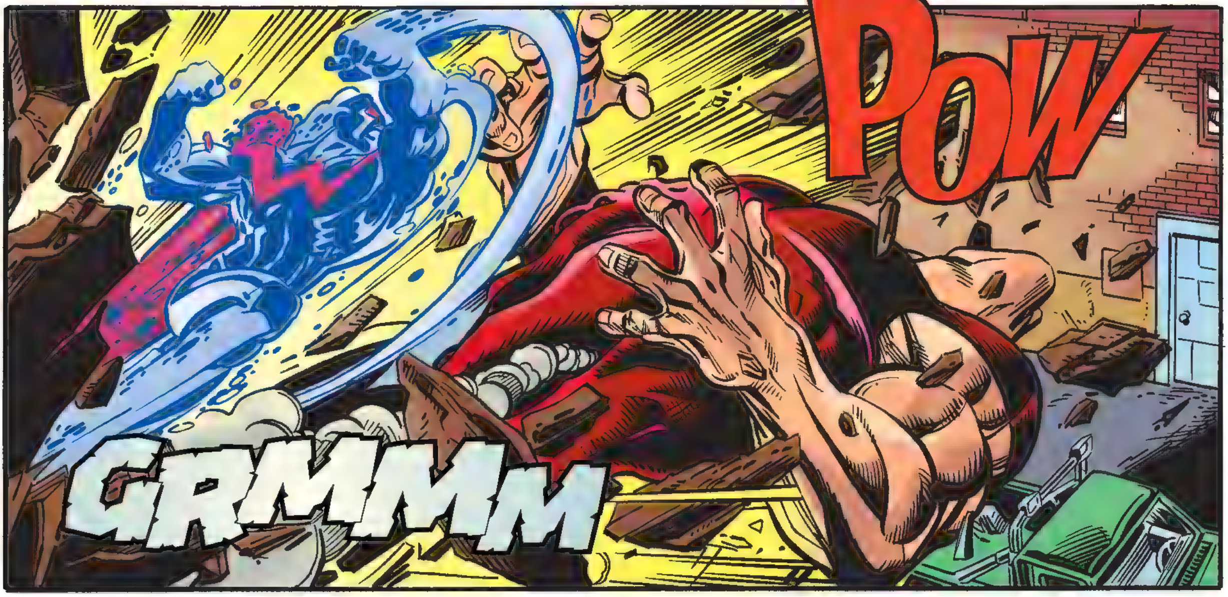

-- AND TO ALWAYS BE PREPARED FOR ANYTHING!
YOU ATTACK ME -- WITH *PIPES?*
SHOSS
THSSOTT
FOOL!
HAVE YOU EVEN THE FAINTEST CLUE HOW INCREDIBLY *OVERMATCHED* YOU ARE BY MY *PREHENSILE CLOAK?*
YOU SHOULD... CONSIDERING THE EXPERIENCES YOU HAVE HAD WITH IT!
"AFTER YOU'D INTERFERED WITH MY PLANS AND BEEN CAPTURED --
"-- I USED MY CLOAK TO TELEPORT YOUR *BODY* OUT OF YOUR CITIZEN V UNIFORM --
"-- AND INTO A *NON-FUNCTIONING REPLICA* OF MY COWL ATTIRE --
"-- ALL TO COVER MY *ESCAPE* WHILE FURTHER COMPLICATING BOTH YOUR LIFE⑫--
"-- AND THOSE OF THE THUNDERBOLTS, WHO WOULD NOT HAVE STOPPED COMPLICATING *MY* EVERY GAMBIT UNLESS I HAD PERPETRATED THAT DELICIOUS RUSE!"
⑫ BACK IN #24-25. -Tom


BUT NOW, DEAR DALLAS, MY NEED FOR YOU IS OVER.
MY SOURCES HAVE TOLD ME THAT THE CONFRONTATION BETWEEN THE THUNDERBOLTS AND THE V-BATTALION WAS SHORT-LIVED --
-- AND DID LITTLE TRUE DAMAGE TO EITHER PARTY.
A DISAPPOINTMENT, TO BE SURE, BUT THERE WILL BE OTHER OPPORTUNITIES...
...FOR ME, AT ANY RATE.
AS FOR *YOU* -- WELL, YOU SHOULD HAVE *FLED* WHEN YOU HAD THE CHANCE, WOMAN!
YOU CHOSE NOT TO, WHICH MEANS YOU CHOSE TO *DIE* --
Eh?
CLIK
SSSCHKZZZZ
?
AND YOU'RE *SO* ARROGANT TO THINK I'D SUFFER AT YOUR HANDS LIKE I HAVE --
-- AND NOT BE PREPARED FOR ANOTHER CONFRONTATION WITH YOU?
THE *ELECTROMAGNETIC PULSE'LL* SCRAMBLE YOUR CLOAK'S CIRCUITRY FOR ABOUT TWENTY MINUTES --
-- WHICH SHOULD BE NINETEEN MINUTES *MORE* THAN I NEED --
-- TO KICK THE CRUD OUT OF YOU!

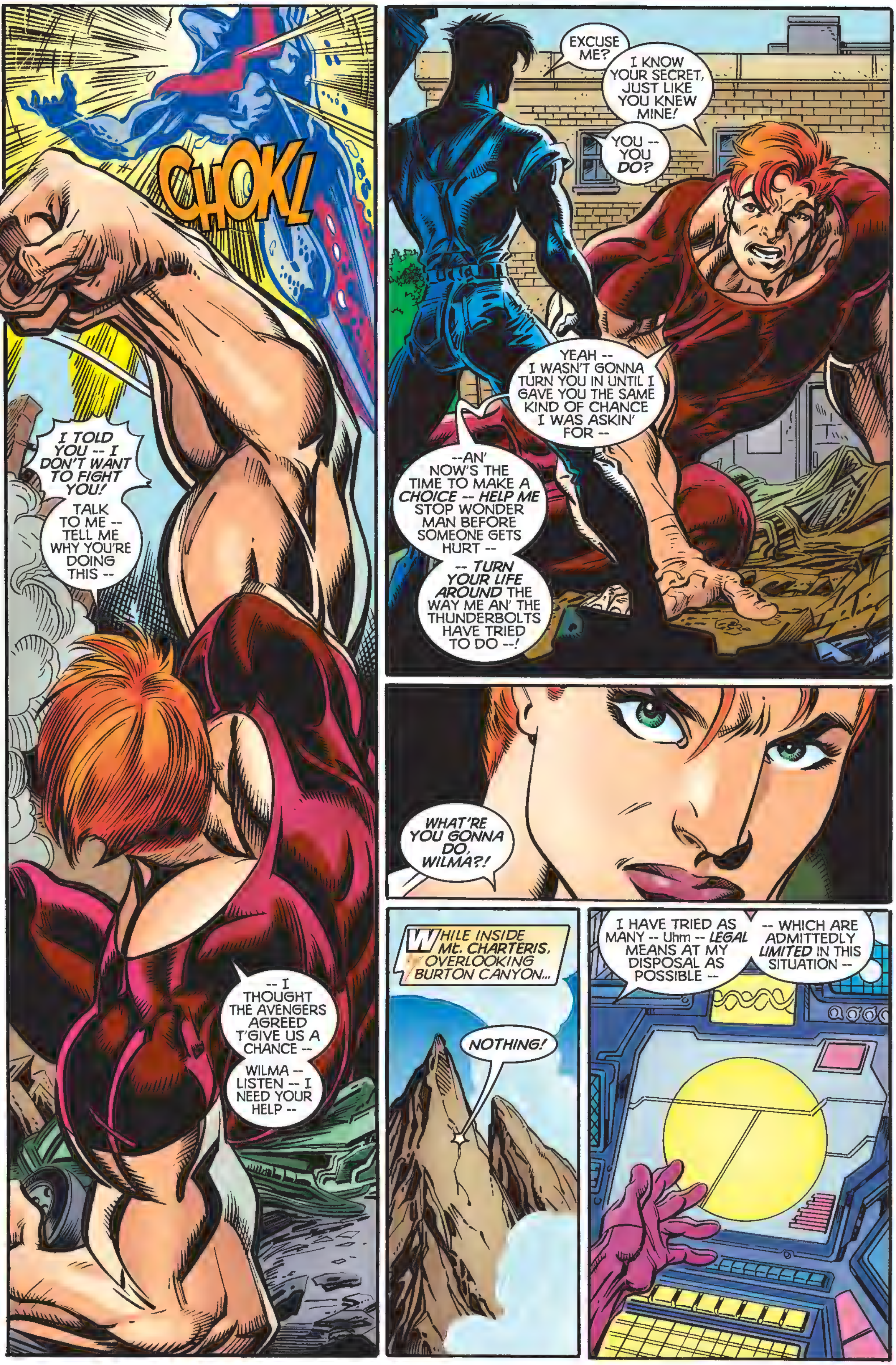

THE DOWNSLOPE BAR... OR WHAT'S LEFT OF IT...
DUCK!
KRAK
KOOM
WHO IS IT?
WONDER MAN!
THE AVENGER GUY?
WHY'S HE AFTER YOU?
Huh?
GET BIG AND GO BEAT THE SNOT OUT OF HIM BEFORE THE BAR GETS TRASHED!
YOU KNOW?!
Oh C'MON, ERIK, I'M NOT AN IDIOT -- I SAW YOU ON TV AND PUT TWO AND TWO TOGETHER!
Oh.
Oh -- OKAY --

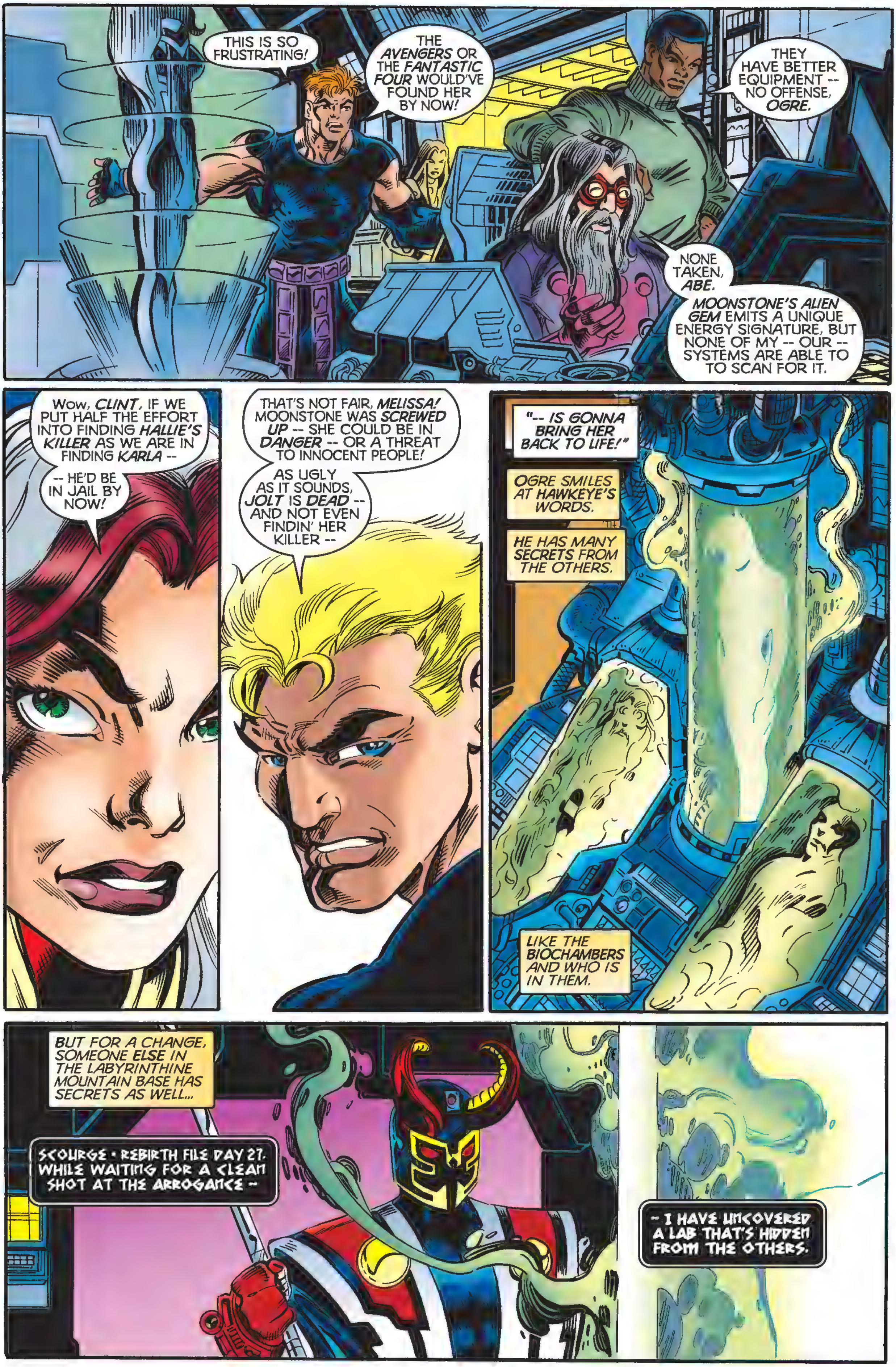


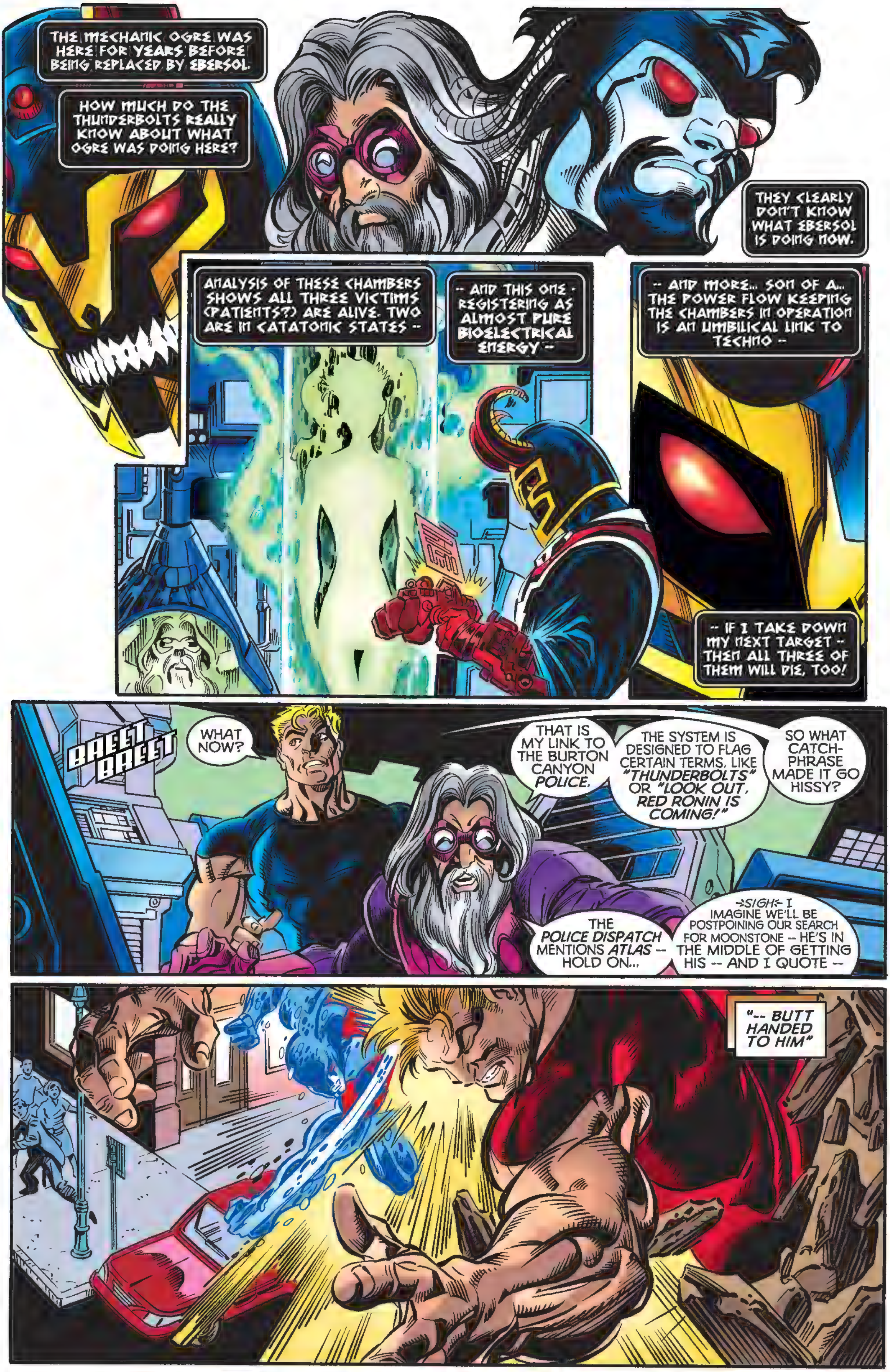
WONDER MAN -- LISTEN, I KNOW YOU AN' ME'VE HAD PLENTY OF PROBLEMS IN THE PAST --
-- SO YOU KNOW, THE *TALLER* I GET, THE *STRONGER* I GET --
-- BUT I'M NOT DOING THIS TO *FIGHT* YOU --
-- JUST TRYING TO MAKE SURE NO ONE GETS HURT WHILE WE TALK THIS --

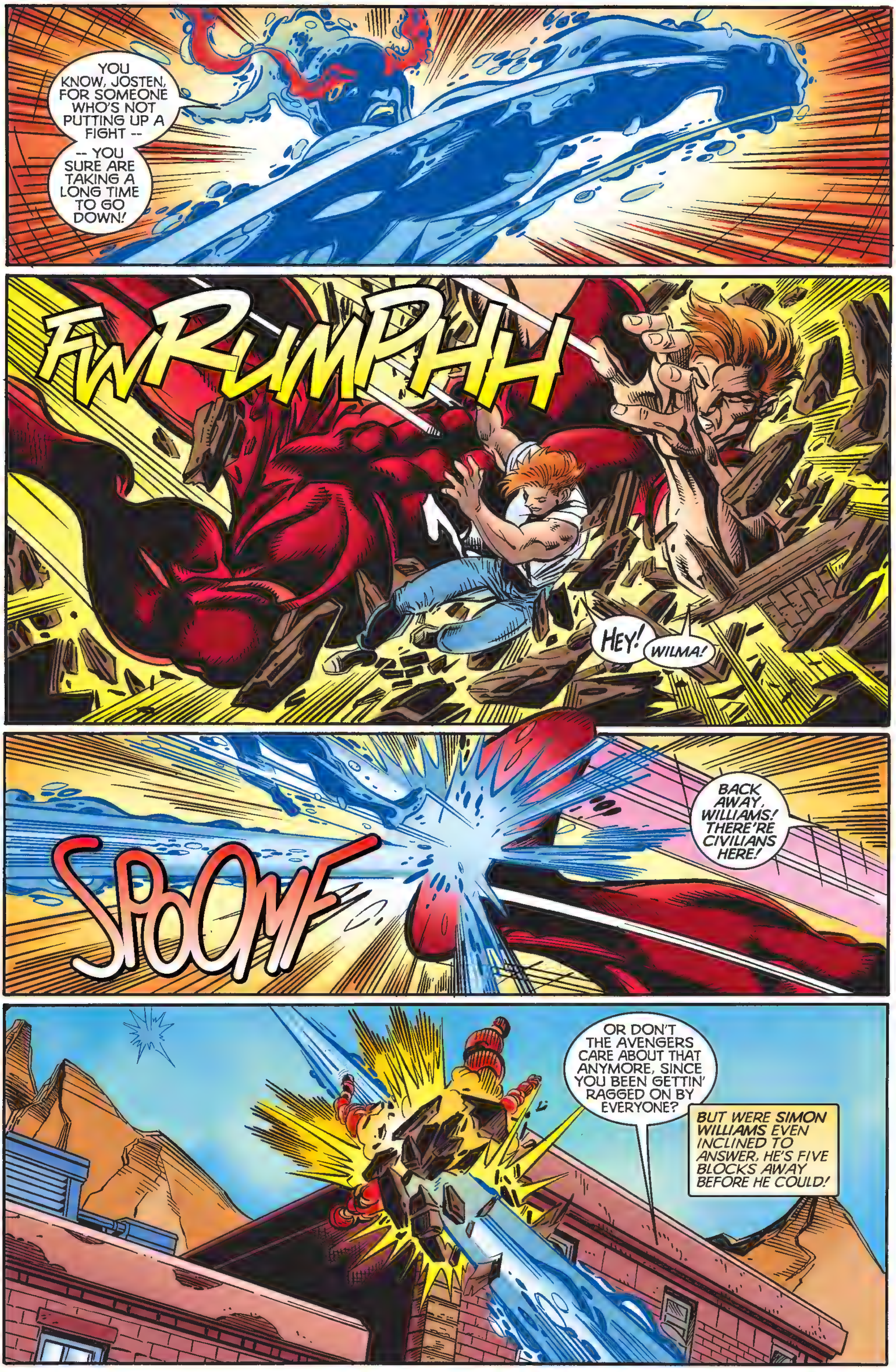


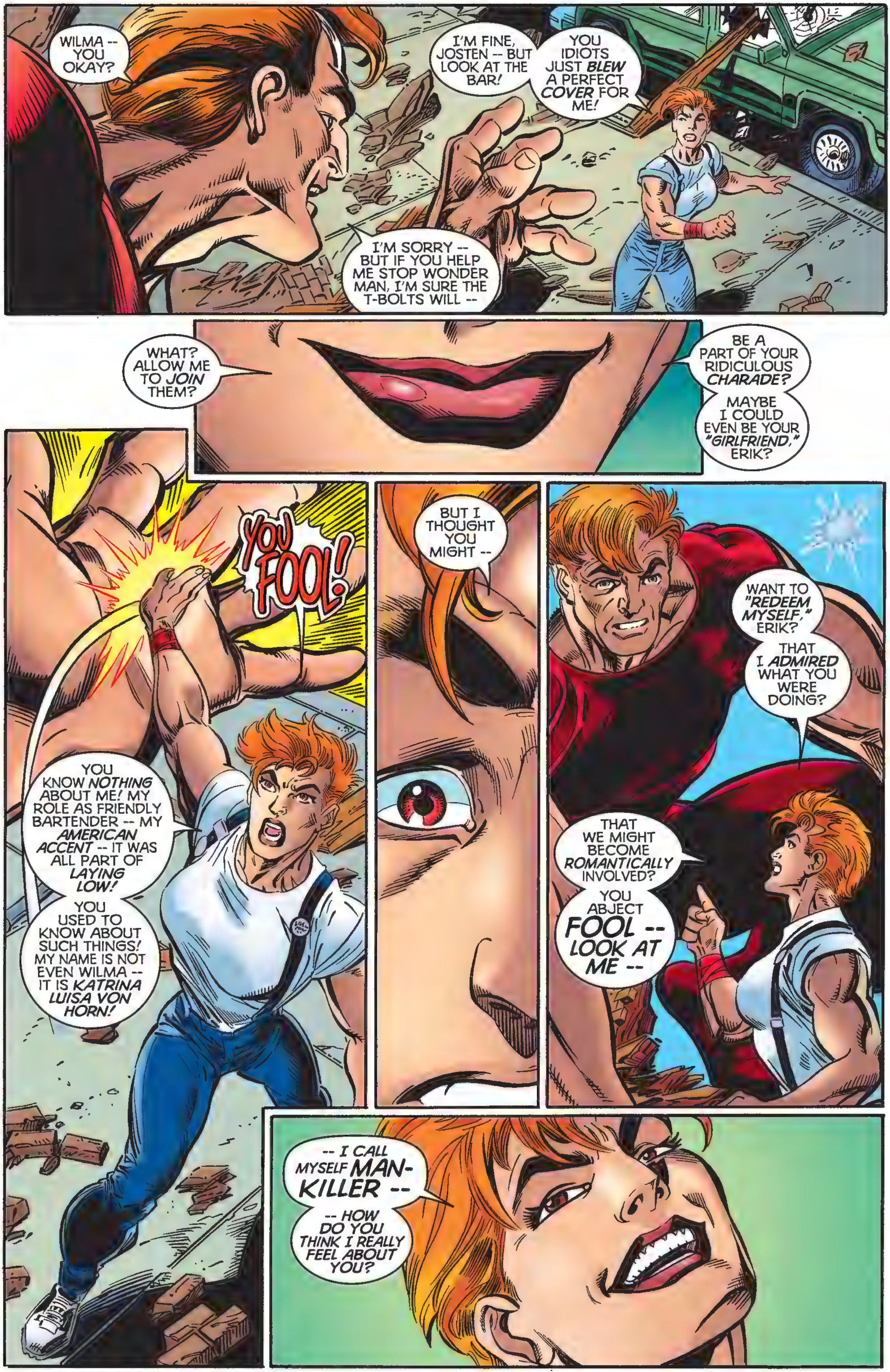
POW
GRMMMM

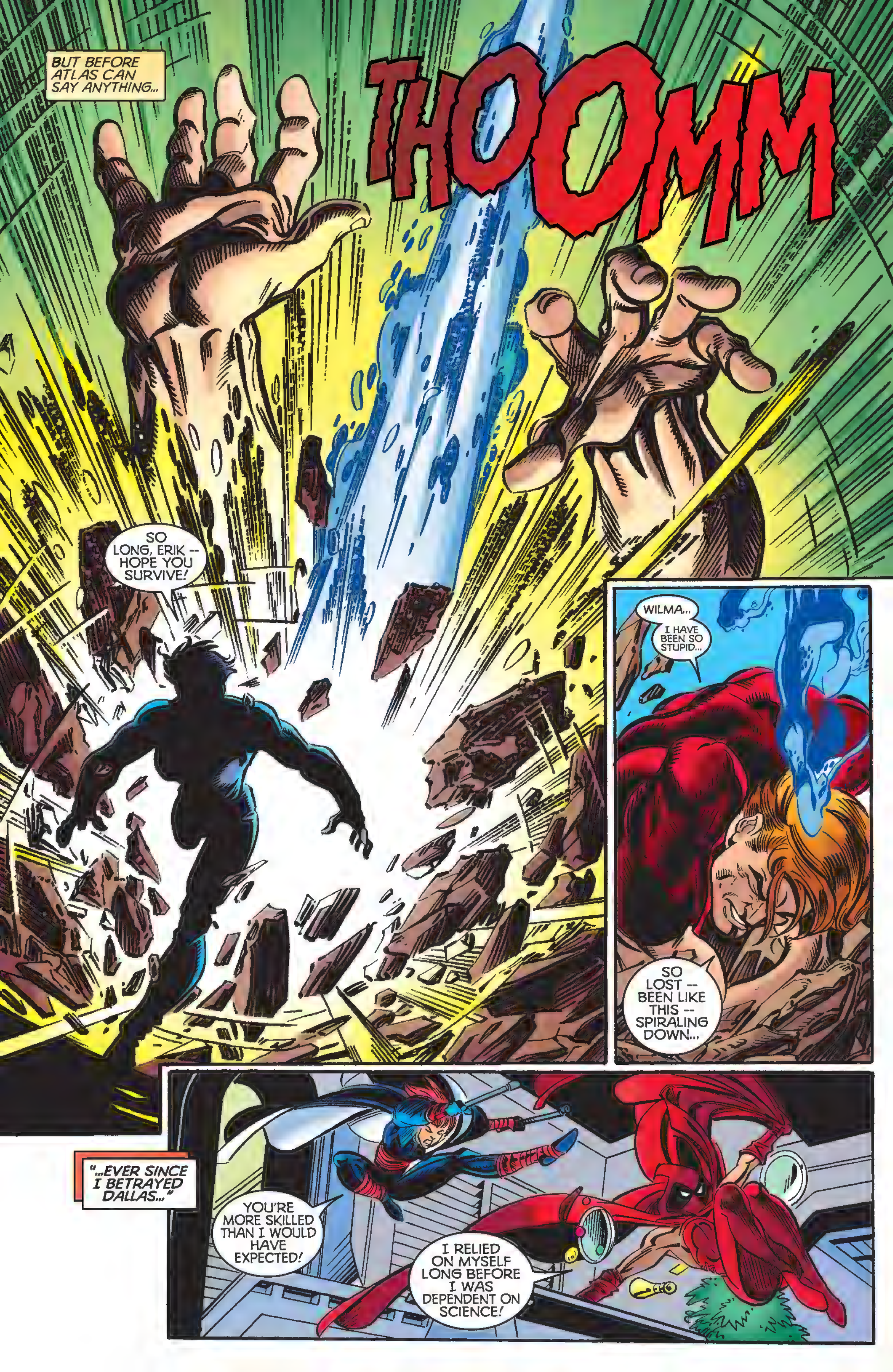

CHOK!
I TOLD YOU -- I DON'T WANT TO FIGHT YOU!
TALK TO ME -- TELL ME WHY YOU'RE DOING THIS --
-- I THOUGHT THE AVENGERS AGREED T'GIVE US A CHANCE --
WILMA -- LISTEN -- I NEED YOUR HELP --
EXCUSE ME?
I KNOW YOUR SECRET, JUST LIKE YOU KNEW MINE!
YOU -- YOU DO?
YEAH -- I WASN'T GONNA TURN YOU IN UNTIL I GAVE YOU THE SAME KIND OF CHANCE I WAS ASKIN' FOR --
--AN' NOW'S THE TIME TO MAKE A CHOICE -- HELP ME STOP WONDER MAN BEFORE SOMEONE GETS HURT --
-- TURN YOUR LIFE AROUND THE WAY ME AN' THE THUNDERBOLTS HAVE TRIED TO DO --!
WHAT'RE YOU GONNA DO, WILMA?!
WHILE INSIDE Mt. CHARTERIS, OVERLOOKING BURTON CANYON...
NOTHING!
I HAVE TRIED AS MANY -- Uhm -- LEGAL MEANS AT MY DISPOSAL AS POSSIBLE --
-- WHICH ARE ADMITTEDLY LIMITED IN THIS SITUATION --

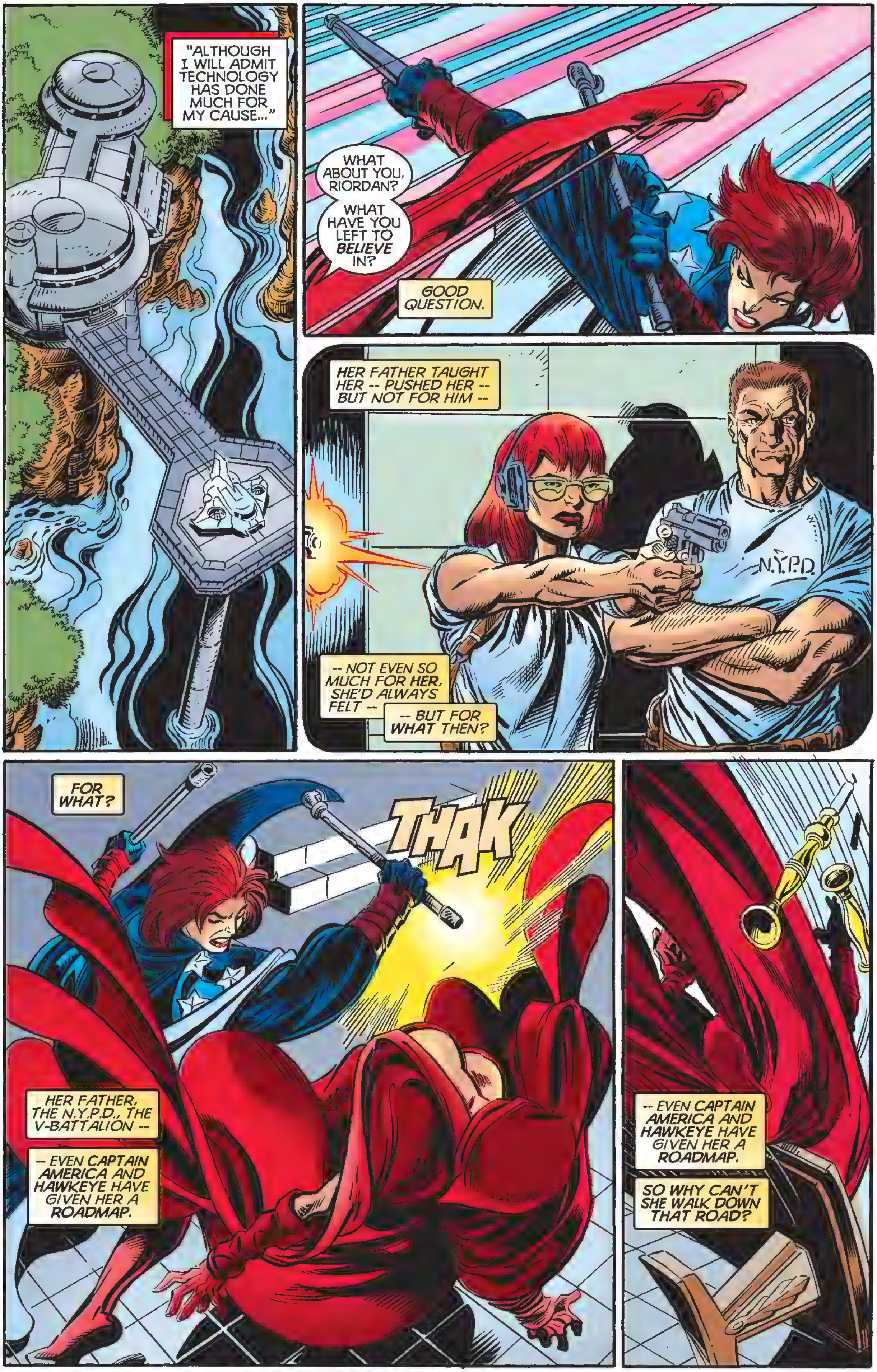

THIS IS SO FRUSTRATING!
THE AVENGERS OR THE FANTASTIC FOUR WOULD'VE FOUND HER BY NOW!
THEY HAVE BETTER EQUIPMENT -- NO OFFENSE, OGRE.
NONE TAKEN, ABE.
MOONSTONE'S ALIEN GEM EMITS A UNIQUE ENERGY SIGNATURE, BUT NONE OF MY -- OUR -- SYSTEMS ARE ABLE TO TO SCAN FOR IT.
Wow, CLINT, IF WE PUT HALF THE EFFORT INTO FINDING HALLIE'S KILLER AS WE ARE IN FINDING KARLA --
-- HE'D BE IN JAIL BY NOW!
THAT'S NOT FAIR, MELISSA! MOONSTONE WAS SCREWED UP -- SHE COULD BE IN DANGER -- OR A THREAT TO INNOCENT PEOPLE!
AS UGLY AS IT SOUNDS, JOLT IS DEAD -- AND NOT EVEN FINDIN' HER KILLER --
"-- IS GONNA BRING HER BACK TO LIFE!"
OGRE SMILES AT HAWKEYE'S WORDS.
HE HAS MANY SECRETS FROM THE OTHERS.
LIKE THE BIOCHAMBERS AND WHO IS IN THEM.
BUT FOR A CHANGE, SOMEONE ELSE IN THE LABYRINTHINE MOUNTAIN BASE HAS SECRETS AS WELL...
SCOURGE • REBIRTH FILE DAY 27. WHILE WAITING FOR A CLEAN SHOT AT THE ARROGANCE --
-- I HAVE UNCOVERED A LAB THAT'S HIDDEN FROM THE OTHERS.

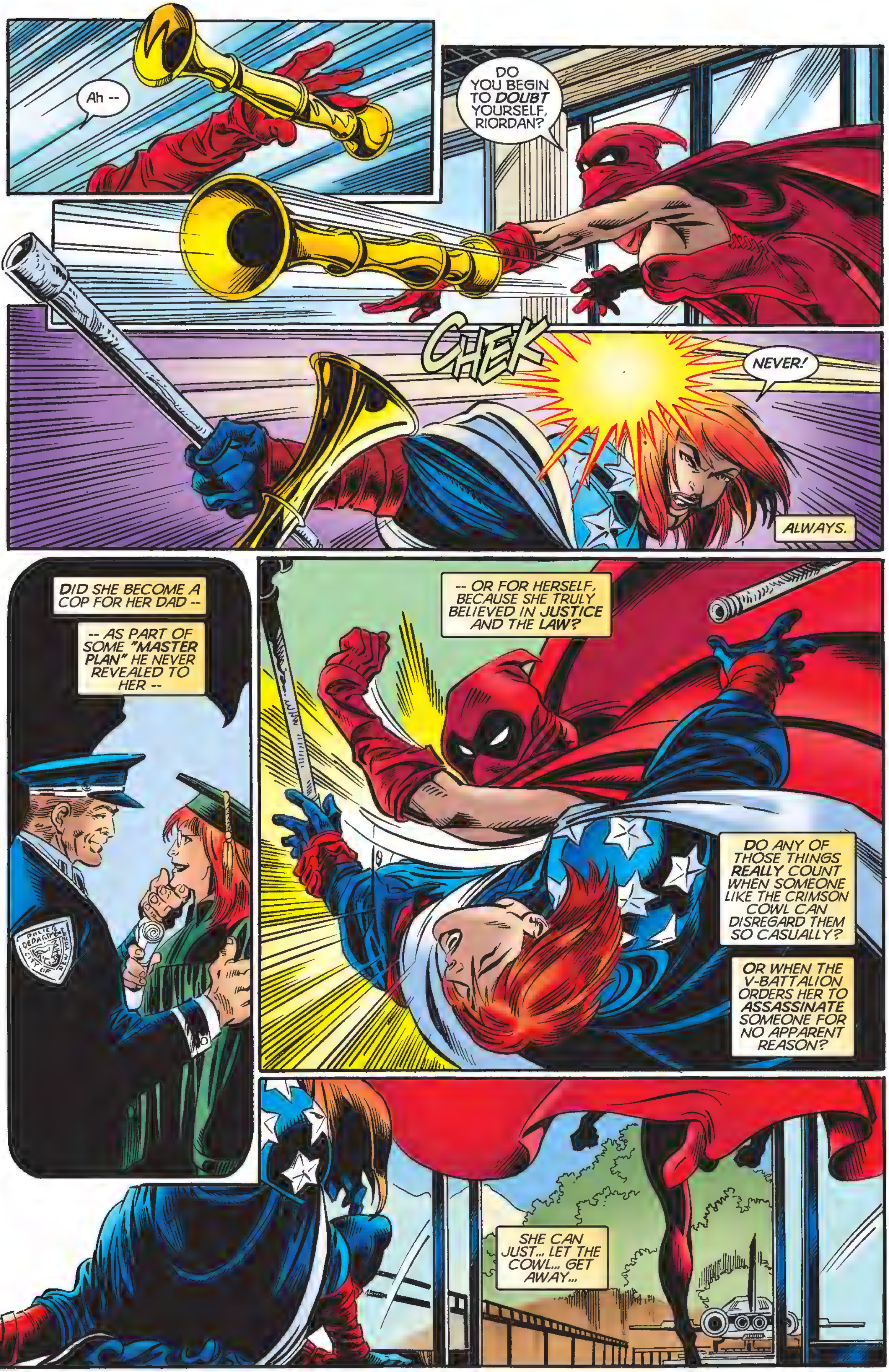

THE MECHANIC OGRE WAS HERE FOR YEARS BEFORE BEING REPLACED BY EBERSOL.
HOW MUCH DO THE THUNDERBOLTS REALLY KNOW ABOUT WHAT OGRE WAS DOING HERE?
THEY CLEARLY DON'T KNOW WHAT EBERSOL IS DOING NOW.
ANALYSIS OF THESE CHAMBERS SHOWS ALL THREE VICTIMS (PATIENTS?) ARE ALIVE. TWO ARE IN CATATONIC STATES --
-- AND THIS ONE -- REGISTERING AS ALMOST PURE BIOELECTRICAL ENERGY --
-- AND MORE... SON OF A... THE POWER FLOW KEEPING THE CHAMBERS IN OPERATION IS AN UMBILICAL LINK TO TECHNO --
-- IF I TAKE DOWN MY NEXT TARGET -- THEN ALL THREE OF THEM WILL DIE, TOO!
BREEET BREEET
WHAT NOW?
THAT IS MY LINK TO THE BURTON CANYON POLICE.
THE SYSTEM IS DESIGNED TO FLAG CERTAIN TERMS, LIKE "THUNDERBOLTS" OR "LOOK OUT, RED RONIN IS COMING!"
SO WHAT CATCH-PHRASE MADE IT GO HISSY?
THE POLICE DISPATCH MENTIONS ATLAS -- HOLD ON...
SIGH I IMAGINE WE'LL BE POSTPOINING OUR SEARCH FOR MOONSTONE -- HE'S IN THE MIDDLE OF GETTING HIS -- AND I QUOTE --
"-- BUTT HANDED TO HIM"

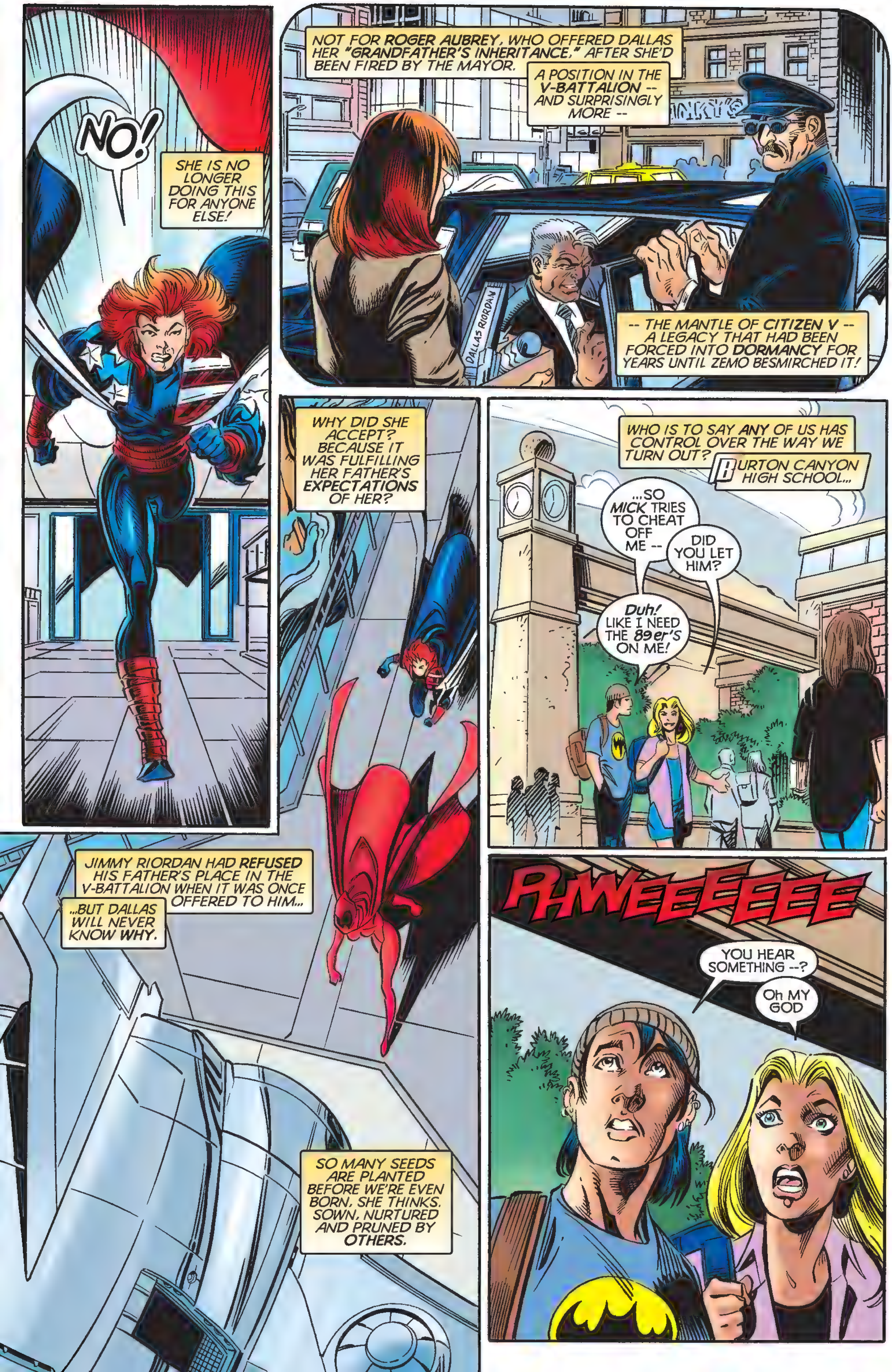

YOU KNOW, JOSTEN, FOR SOMEONE WHO'S NOT PUTTING UP A FIGHT --
-- YOU SURE ARE TAKING A LONG TIME TO GO DOWN!
FWRUMPHH
HEY!
WILMA!
SPOOMF
BACK AWAY, WILLIAMS! THERE'RE CIVILIANS HERE!
OR DON'T THE AVENGERS CARE ABOUT THAT ANYMORE, SINCE YOU BEEN GETTIN' RAGGED ON BY EVERYONE?
BUT WERE SIMON WILLIAMS EVEN INCLINED TO ANSWER, HE'S FIVE BLOCKS AWAY BEFORE HE COULD!

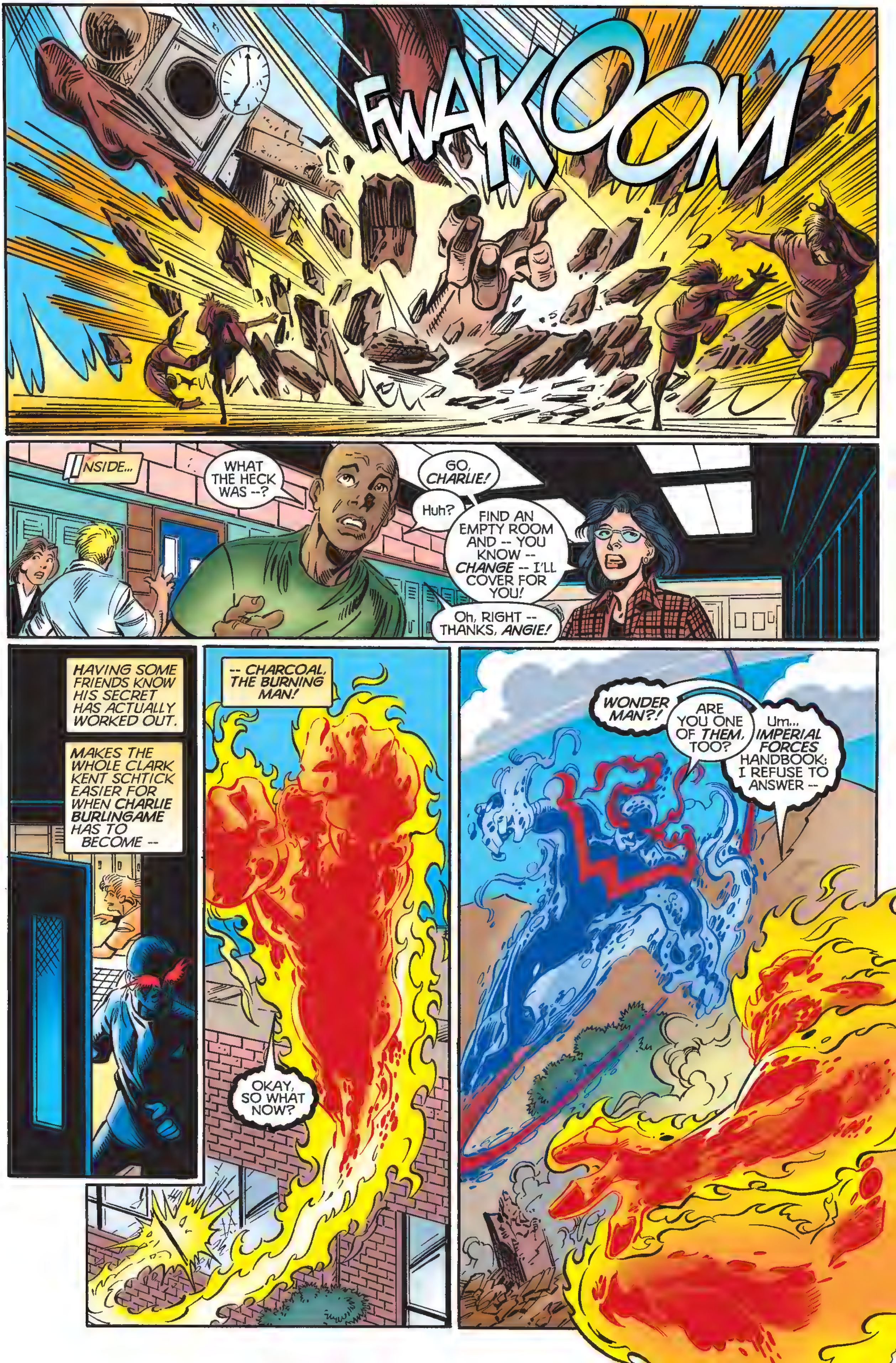

WILMA -- YOU OKAY?
I'M FINE, JOSTEN -- BUT LOOK AT THE BAR!
YOU IDIOTS JUST *BLEW* A PERFECT *COVER* FOR ME!
I'M SORRY -- BUT IF YOU HELP ME STOP WONDER MAN, I'M SURE THE T-BOLTS WILL --
WHAT? ALLOW ME TO *JOIN* THEM?
BE A PART OF YOUR RIDICULOUS *CHARADE?*
MAYBE I COULD EVEN BE YOUR *"GIRLFRIEND,"* ERIK?
YOU FOOL!
YOU KNOW *NOTHING* ABOUT ME! MY ROLE AS FRIENDLY BARTENDER -- MY *AMERICAN ACCENT* -- IT WAS ALL PART OF *LAYING LOW!*
YOU USED TO KNOW ABOUT SUCH THINGS! MY NAME IS NOT EVEN WILMA -- IT IS *KATRINA LUISA VON HORN!*
BUT I THOUGHT YOU MIGHT --
WANT TO *"REDEEM MYSELF,"* ERIK?
THAT I *ADMIRED* WHAT YOU WERE DOING?
THAT WE MIGHT BECOME *ROMANTICALLY* INVOLVED?
YOU ABJECT *FOOL -- LOOK AT ME --*
-- I CALL MYSELF MAN-KILLER --
-- HOW DO YOU THINK I REALLY FEEL ABOUT YOU?

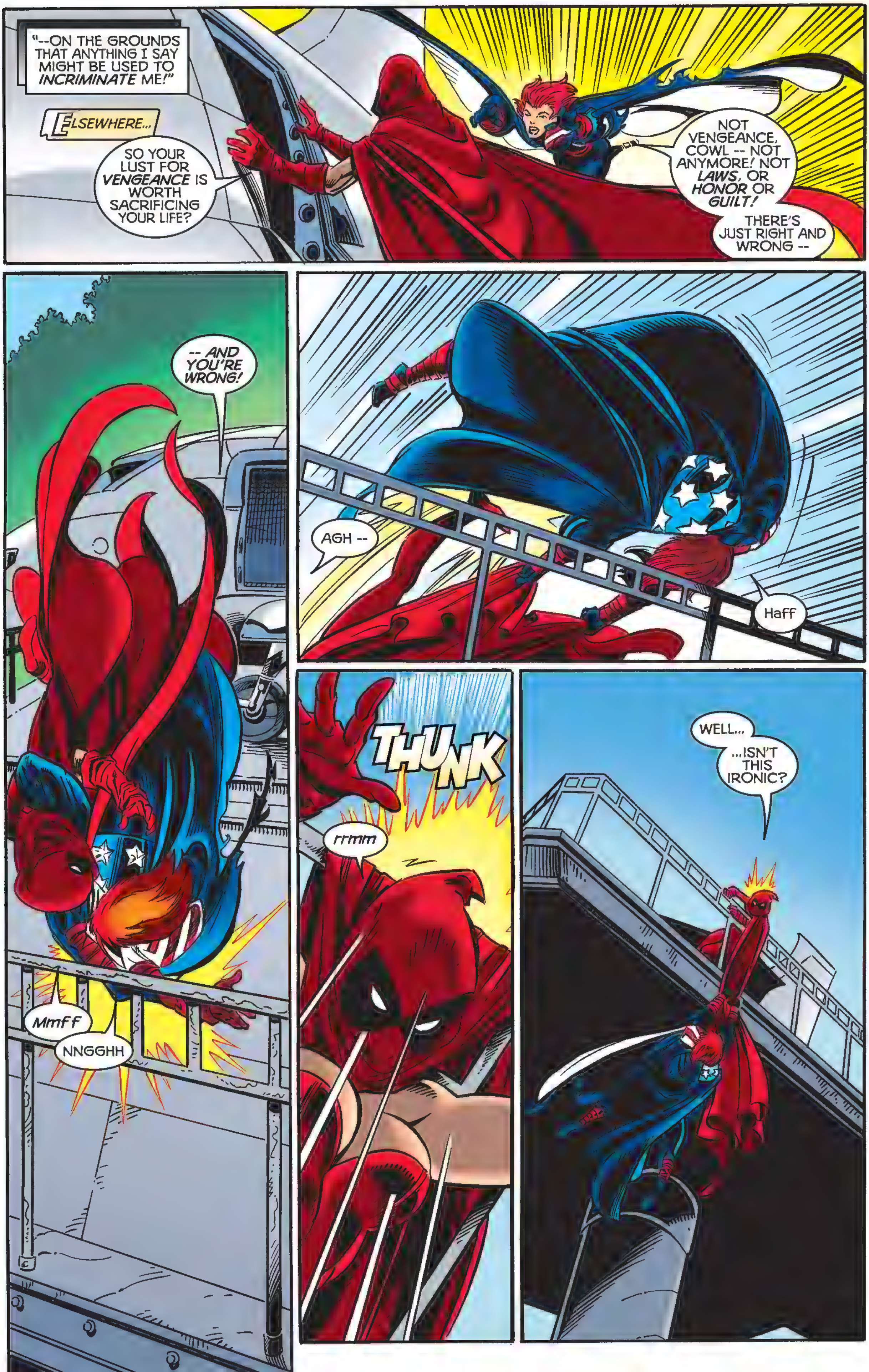

BUT BEFORE ATLAS CAN SAY ANYTHING...
THOOMM
SO LONG, ERIK -- HOPE YOU SURVIVE!
WILMA...
I HAVE BEEN SO STUPID...
SO LOST -- BEEN LIKE THIS -- SPIRALING DOWN...
"...EVER SINCE I BETRAYED DALLAS..."
YOU'RE MORE SKILLED THAN I WOULD HAVE EXPECTED!
I RELIED ON MYSELF LONG BEFORE I WAS DEPENDENT ON SCIENCE!

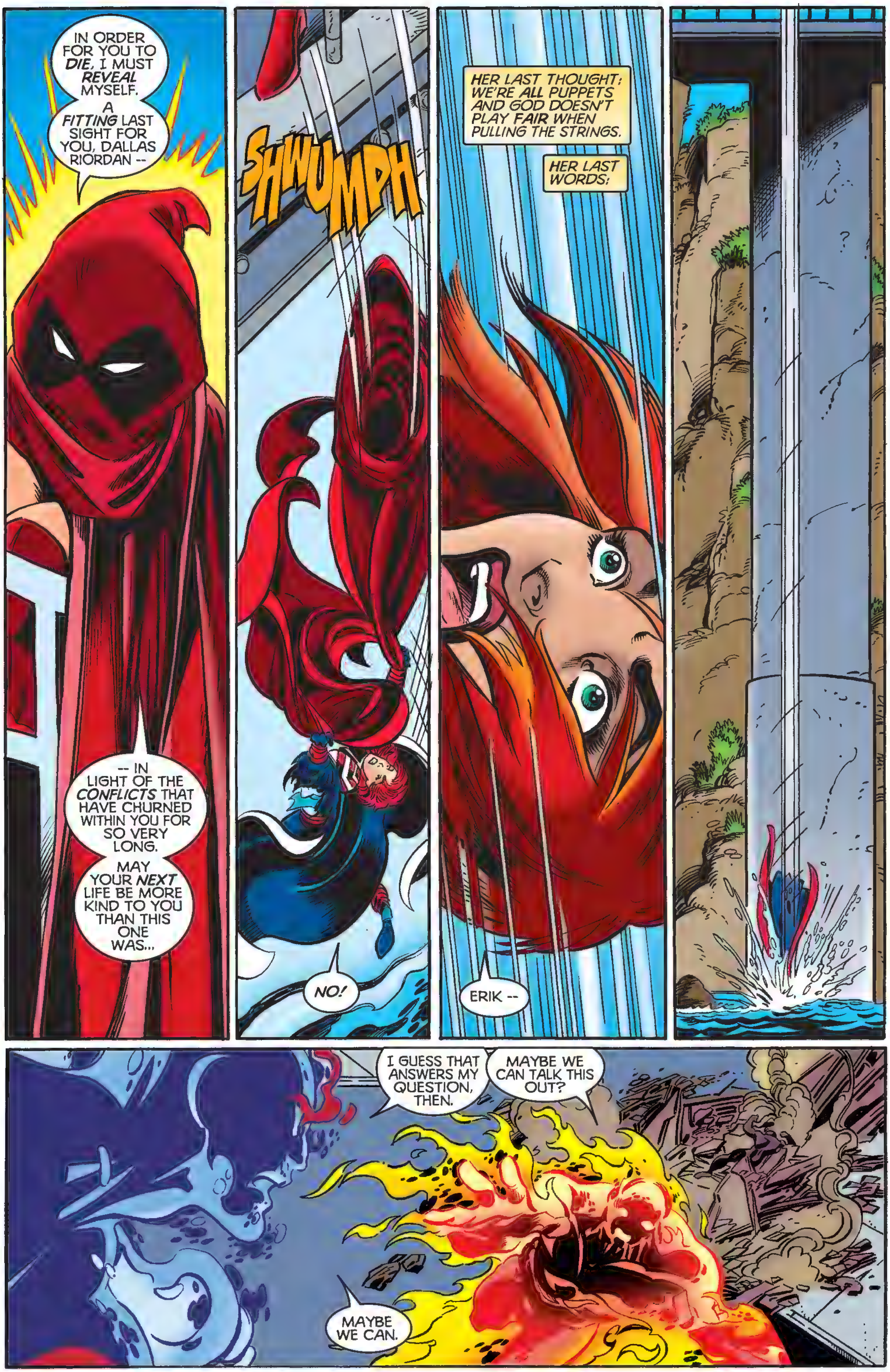

"ALTHOUGH I WILL ADMIT TECHNOLOGY HAS DONE MUCH FOR MY CAUSE..."
WHAT ABOUT YOU, RIORDAN?
WHAT HAVE YOU LEFT TO *BELIEVE* IN?
GOOD QUESTION.
HER FATHER TAUGHT HER -- PUSHED HER -- BUT NOT FOR HIM --
N.Y.P.D.
-- NOT EVEN SO MUCH FOR *HER*, SHE'D ALWAYS FELT --
-- BUT FOR *WHAT THEN?*
FOR *WHAT?*
THAK
HER FATHER, THE N.Y.P.D., THE V-BATTALION --
-- EVEN *CAPTAIN AMERICA* AND *HAWKEYE* HAVE GIVEN HER A *ROADMAP.*
-- EVEN *CAPTAIN AMERICA* AND *HAWKEYE* HAVE GIVEN HER A *ROADMAP.*
SO WHY *CAN'T* SHE WALK DOWN THAT *ROAD?*

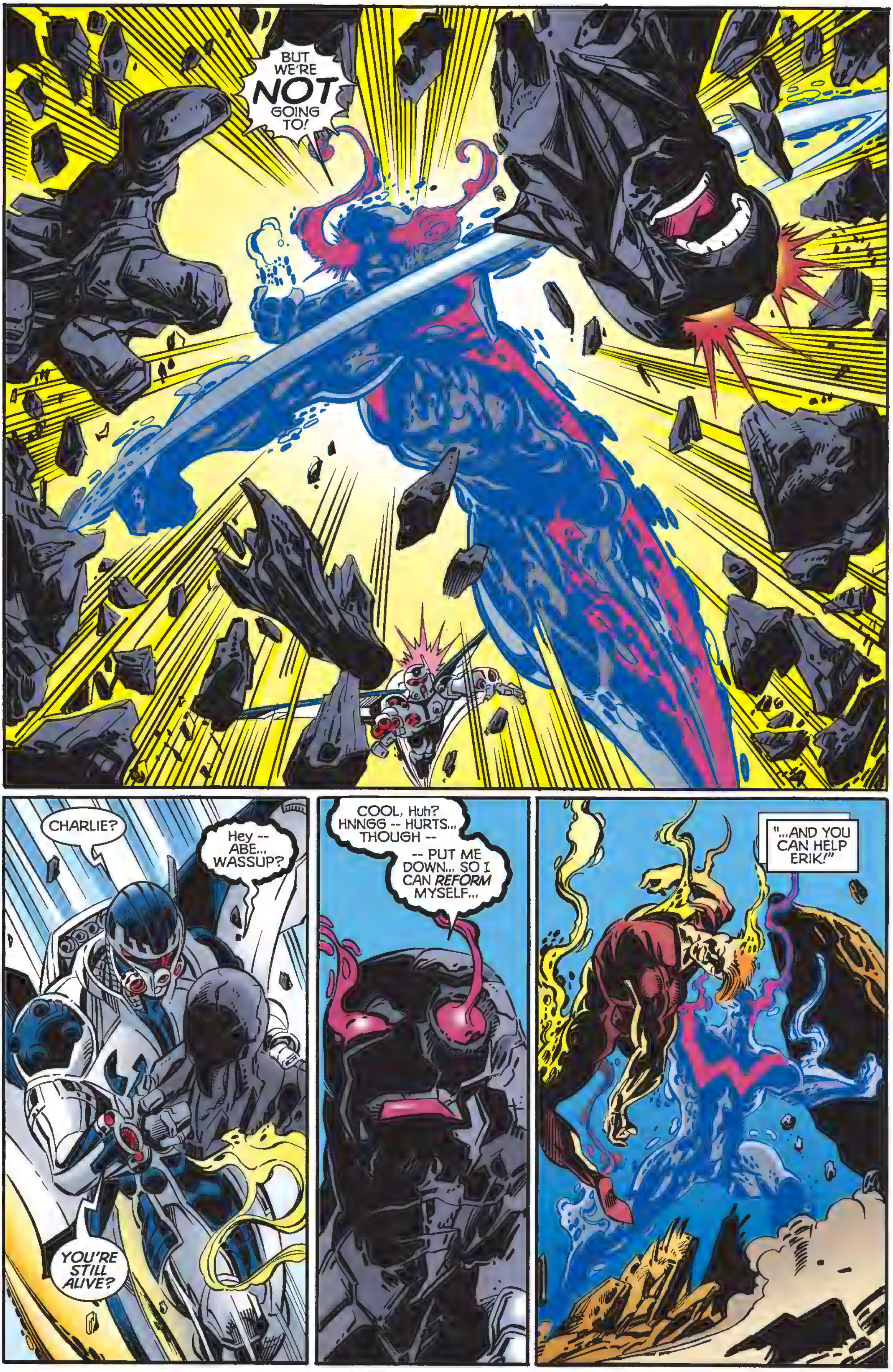

Ah --
DO YOU BEGIN TO DOUBT YOURSELF, RIORDAN?
CHEK
NEVER!
ALWAYS.
DID SHE BECOME A COP FOR HER DAD --
-- AS PART OF SOME "MASTER PLAN" HE NEVER REVEALED TO HER --
-- OR FOR HERSELF, BECAUSE SHE TRULY BELIEVED IN JUSTICE AND THE LAW?
DO ANY OF THOSE THINGS REALLY COUNT WHEN SOMEONE LIKE THE CRIMSON COWL CAN DISREGARD THEM SO CASUALLY?
OR WHEN THE V-BATTALION ORDERS HER TO ASSASSINATE SOMEONE FOR NO APPARENT REASON?
SHE CAN JUST... LET THE COWL... GET AWAY...

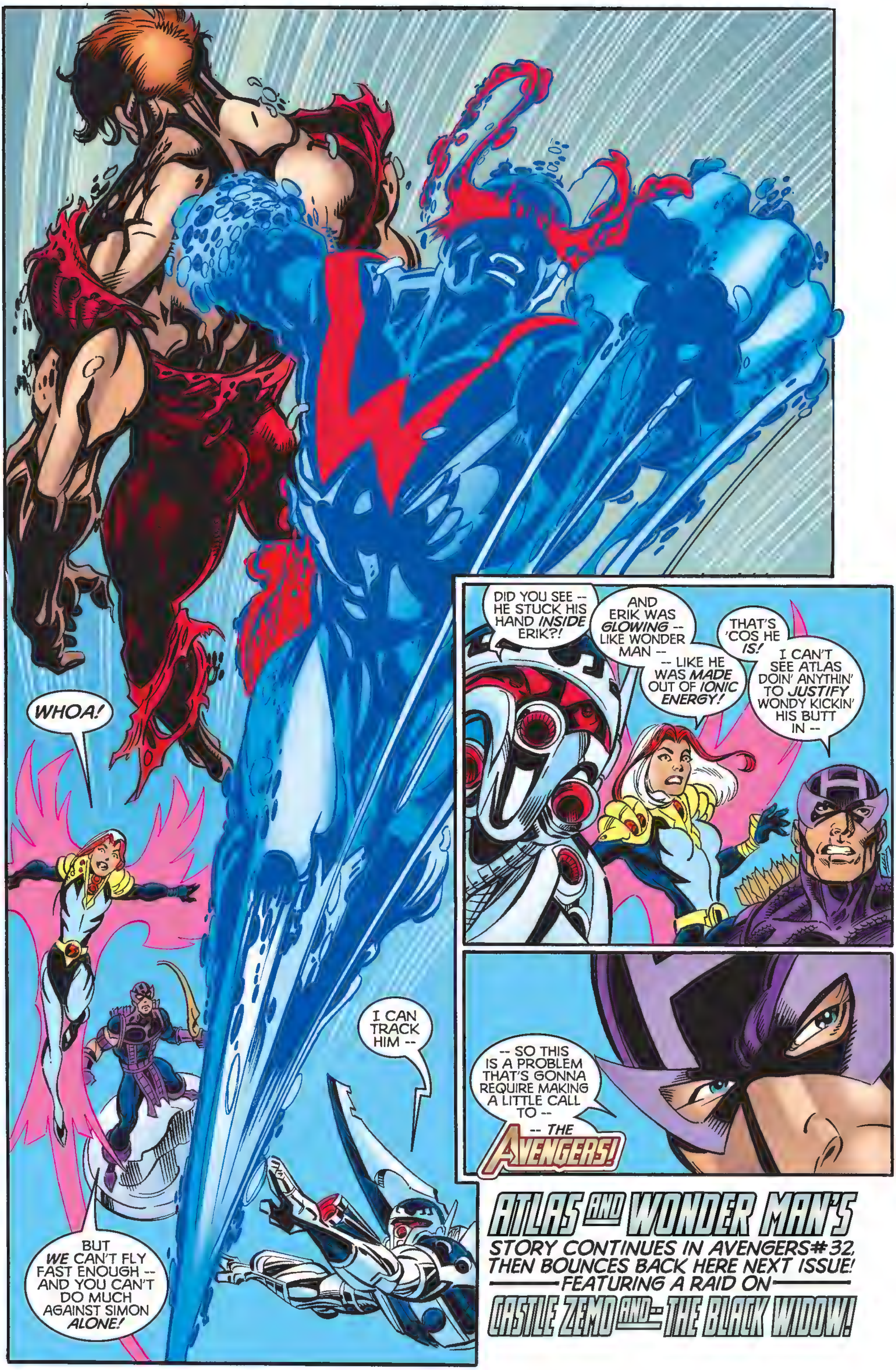

NO!
SHE IS NO LONGER DOING THIS FOR ANYONE ELSE!
NOT FOR ROGER AUBREY, WHO OFFERED DALLAS HER "GRANDFATHER'S INHERITANCE," AFTER SHE'D BEEN FIRED BY THE MAYOR.
A POSITION IN THE V-BATTALION -- AND SURPRISINGLY MORE --
DALLAS RIORDAN
-- THE MANTLE OF CITIZEN V -- A LEGACY THAT HAD BEEN FORCED INTO DORMANCY FOR YEARS UNTIL ZEMO BESMIRCHED IT!
WHY DID SHE ACCEPT? BECAUSE IT WAS FULFILLING HER FATHER'S EXPECTATIONS OF HER?
JIMMY RIORDAN HAD REFUSED HIS FATHER'S PLACE IN THE V-BATTALION WHEN IT WAS ONCE OFFERED TO HIM...
...BUT DALLAS WILL NEVER KNOW WHY.
SO MANY SEEDS ARE PLANTED BEFORE WE'RE EVEN BORN, SHE THINKS. SOWN, NURTURED AND PRUNED BY OTHERS.
WHO IS TO SAY ANY OF US HAS CONTROL OVER THE WAY WE TURN OUT?
BURTON CANYON HIGH SCHOOL...
...SO MICK TRIES TO CHEAT OFF ME --
DID YOU LET HIM?
Duh! LIKE I NEED THE 89er'S ON ME!
RHWEEEEEEE
YOU HEAR SOMETHING --?
Oh MY GOD


FWAKOOM
INSIDE...
WHAT THE HECK WAS --?
GO, CHARLIE!
Huh?
FIND AN EMPTY ROOM AND -- YOU KNOW -- CHANGE -- I'LL COVER FOR YOU!
Oh, RIGHT -- THANKS, ANGIE!
HAVING SOME FRIENDS KNOW HIS SECRET HAS ACTUALLY WORKED OUT.
MAKES THE WHOLE CLARK KENT SCHTICK EASIER FOR WHEN CHARLIE BURLINGAME HAS TO BECOME --
-- CHARCOAL, THE BURNING MAN!
OKAY, SO WHAT NOW?
WONDER MAN?!
ARE YOU ONE OF THEM, TOO?
Um... IMPERIAL FORCES HANDBOOK: I REFUSE TO ANSWER --


"--ON THE GROUNDS THAT ANYTHING I SAY MIGHT BE USED TO *INCRIMINATE* ME!"
ELSEWHERE...
SO YOUR LUST FOR *VENGEANCE* IS WORTH SACRIFICING YOUR LIFE?
NOT VENGEANCE, COWL -- NOT ANYMORE! NOT *LAWS*, OR *HONOR* OR *GUILT!*
THERE'S JUST RIGHT AND WRONG --
-- *AND YOU'RE WRONG!*
AGH --
Haff
Mmff
NNGGHH
THUNK
rrmm
WELL...
...ISN'T THIS IRONIC?


IN ORDER FOR YOU TO *DIE*, I MUST *REVEAL* MYSELF.
A *FITTING* LAST SIGHT FOR YOU, DALLAS RIORDAN --
-- IN LIGHT OF THE *CONFLICTS* THAT HAVE CHURNED WITHIN YOU FOR SO VERY LONG.
MAY YOUR *NEXT* LIFE BE MORE KIND TO YOU THAN THIS ONE WAS...
SHWUMPH
NO!
HER LAST THOUGHT: WE'RE *ALL* PUPPETS AND GOD DOESN'T PLAY *FAIR* WHEN PULLING THE STRINGS.
HER LAST WORDS:
ERIK --
I GUESS THAT ANSWERS MY QUESTION, THEN.
MAYBE WE CAN TALK THIS OUT?
MAYBE WE CAN.


BUT WE'RE *NOT* GOING TO!
CHARLIE?
Hey -- ABE... WASSUP?
YOU'RE STILL ALIVE?
COOL, Huh? HNNGG -- HURTS... THOUGH --
-- PUT ME DOWN... SO I CAN *REFORM* MYSELF...
"...AND YOU CAN HELP ERIK!"


WHOA!
BUT WE CAN'T FLY FAST ENOUGH -- AND YOU CAN'T DO MUCH AGAINST SIMON ALONE!
I CAN TRACK HIM --
DID YOU SEE -- HE STUCK HIS HAND INSIDE ERIK?!
AND ERIK WAS GLOWING -- LIKE WONDER MAN --
-- LIKE HE WAS MADE OUT OF IONIC ENERGY!
THAT'S 'COS HE IS!
I CAN'T SEE ATLAS DOIN' ANYTHIN' TO JUSTIFY WONDY KICKIN' HIS BUTT IN --
-- SO THIS IS A PROBLEM THAT'S GONNA REQUIRE MAKING A LITTLE CALL TO --
-- THE AVENGERS!
ATLAS AND WONDER MAN'S
STORY CONTINUES IN AVENGERS #32, THEN BOUNCES BACK HERE NEXT ISSUE!
FEATURING A RAID ON
CASTLE ZEMO AND THE BLACK WIDOW!

MARVEL COMICS
EARTH'S MIGHTIEST HEROES
the AVENGERS
#32
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APPROVED BY THE COMICS CODE AUTHORITY
The SECRET LIFE of MADAME MASQUE!

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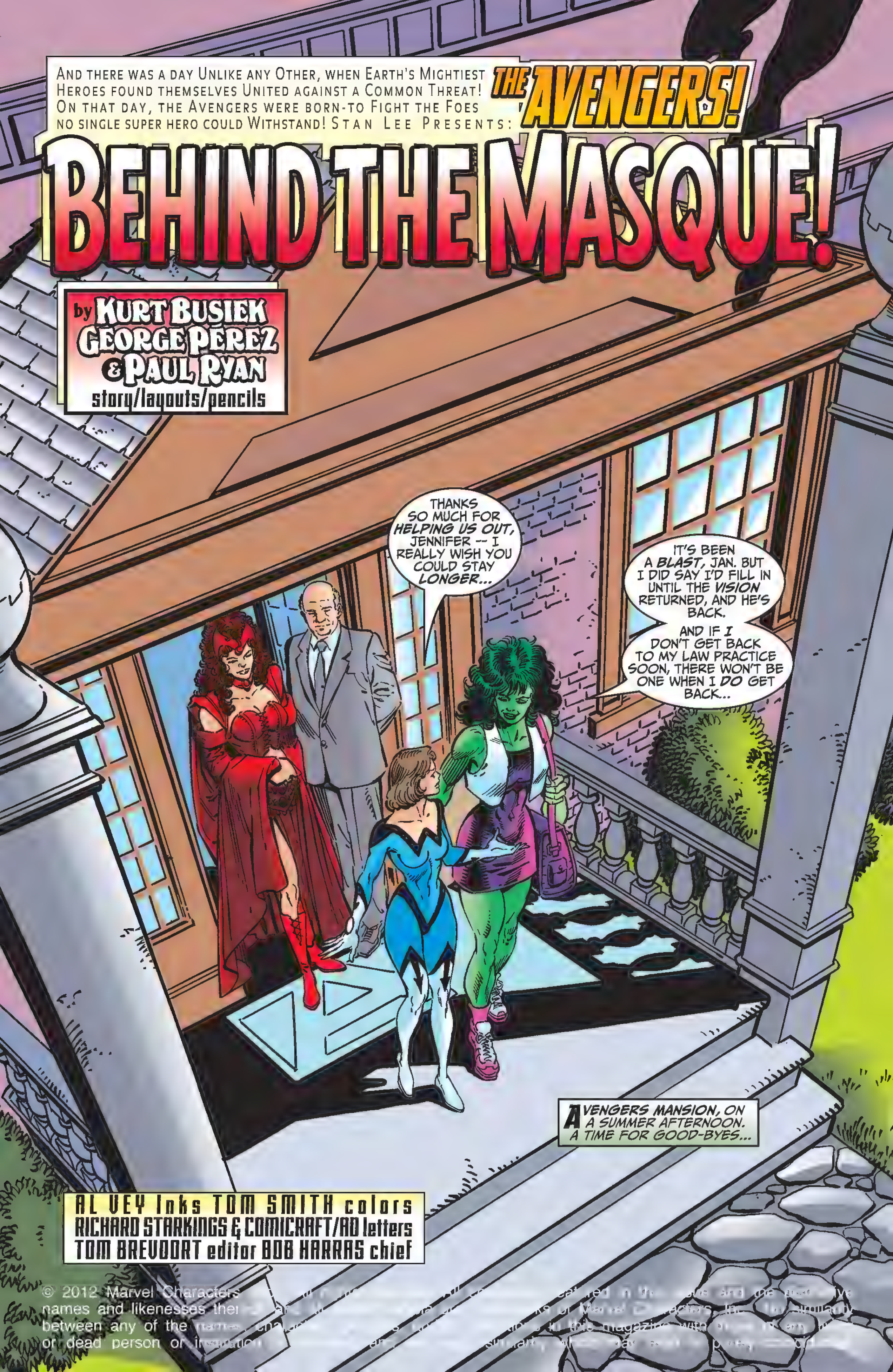
AND THERE WAS A DAY UNLIKE ANY OTHER, WHEN EARTH'S MIGHTIEST HEROES FOUND THEMSELVES UNITED AGAINST A COMMON THREAT! ON THAT DAY, THE AVENGERS WERE BORN-TO FIGHT THE FOES NO SINGLE SUPER HERO COULD WITHSTAND! STAN LEE PRESENTS: THE AVENGERS!

BEHIND THE MASQUE!

by KURT BUSIEK
GEORGE PÉREZ
& PAUL RYAN
story/layouts/pencils


THANKS SO MUCH FOR *HELPING US OUT,* JENNIFER -- I REALLY WISH YOU COULD STAY *LONGER...*
IT'S BEEN A *BLAST,* JAN. BUT I DID SAY I'D FILL IN UNTIL THE *VISION* RETURNED, AND HE'S BACK.
AND IF *I* DON'T GET BACK TO MY LAW PRACTICE SOON, THERE WON'T BE ONE WHEN I *DO* GET BACK...
AVENGERS MANSION, ON A SUMMER AFTERNOON. A TIME FOR GOOD-BYES...

AL VEY inks TOM SMITH colors
RICHARD STARKINGS & COMICRAFT/AD letters
TOM BREVOORT editor BOB HARRAS chief

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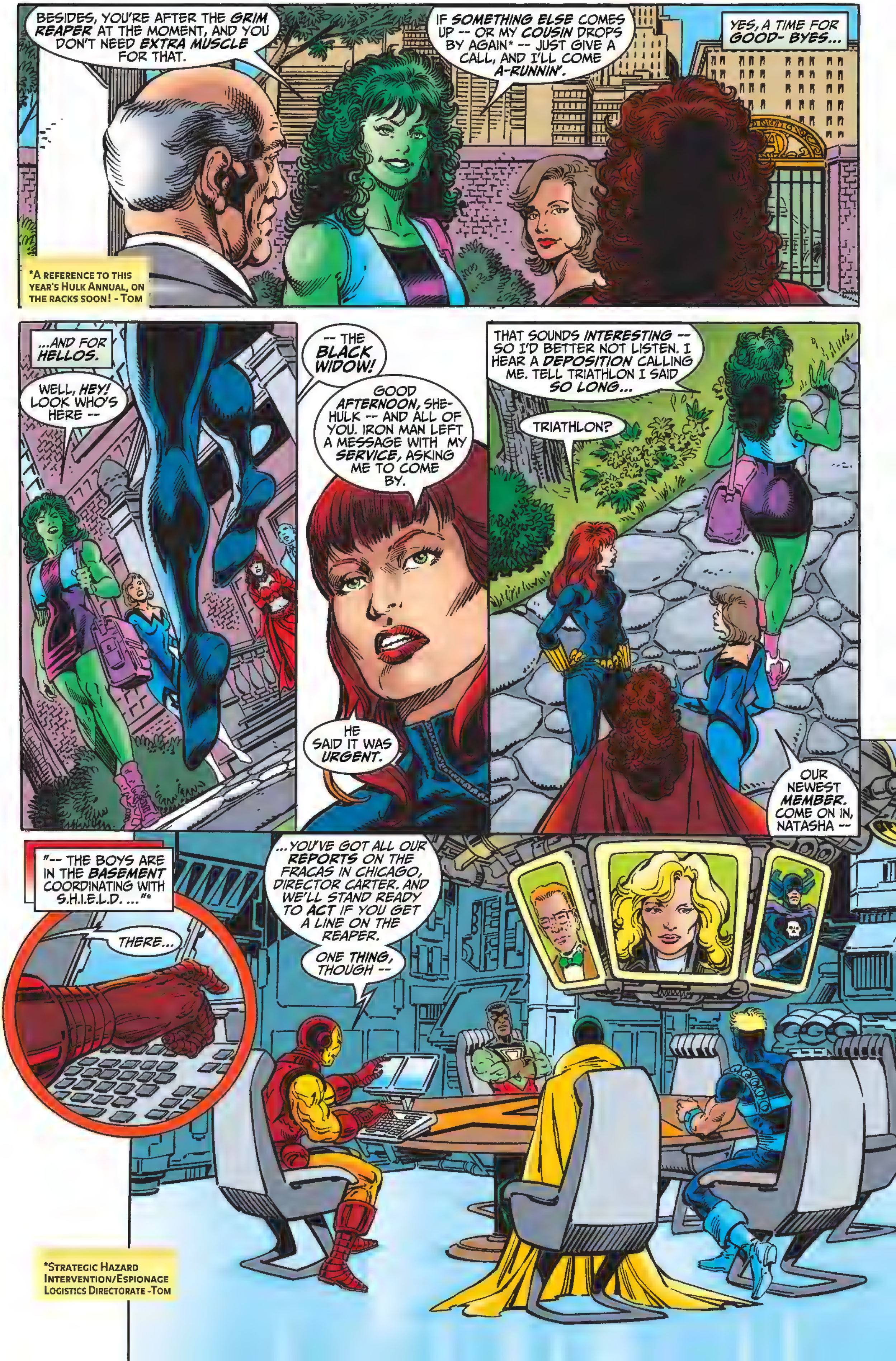
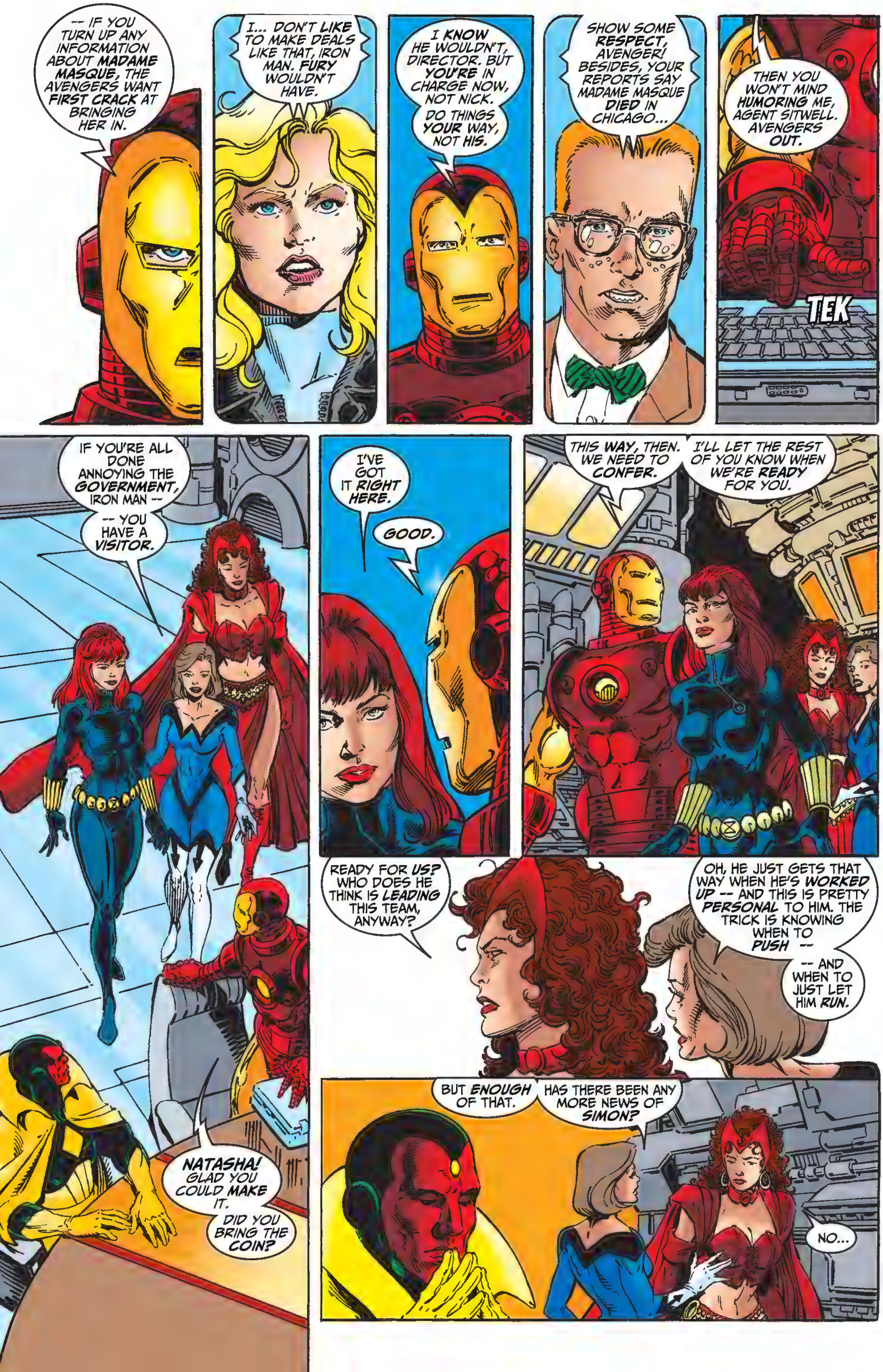
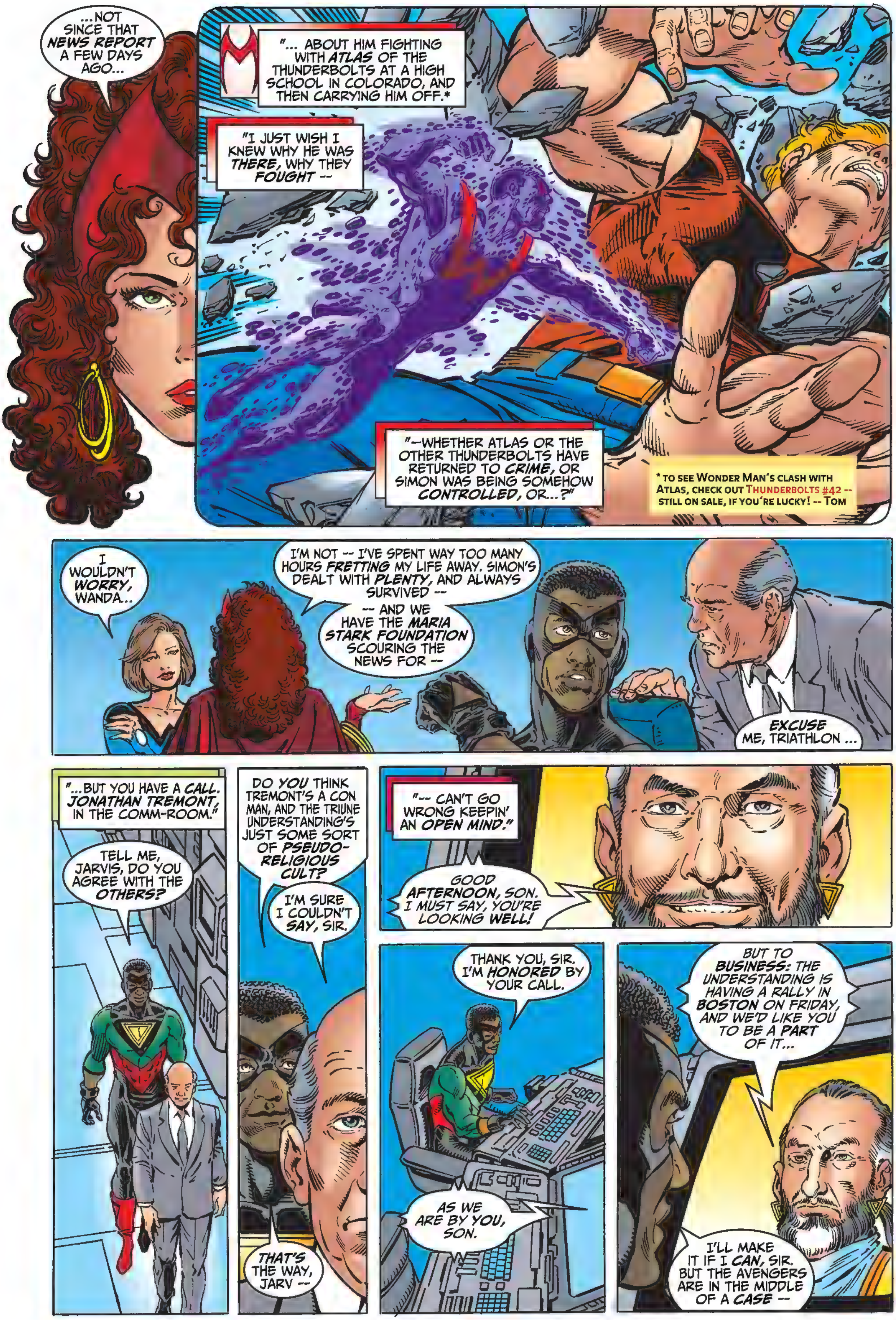
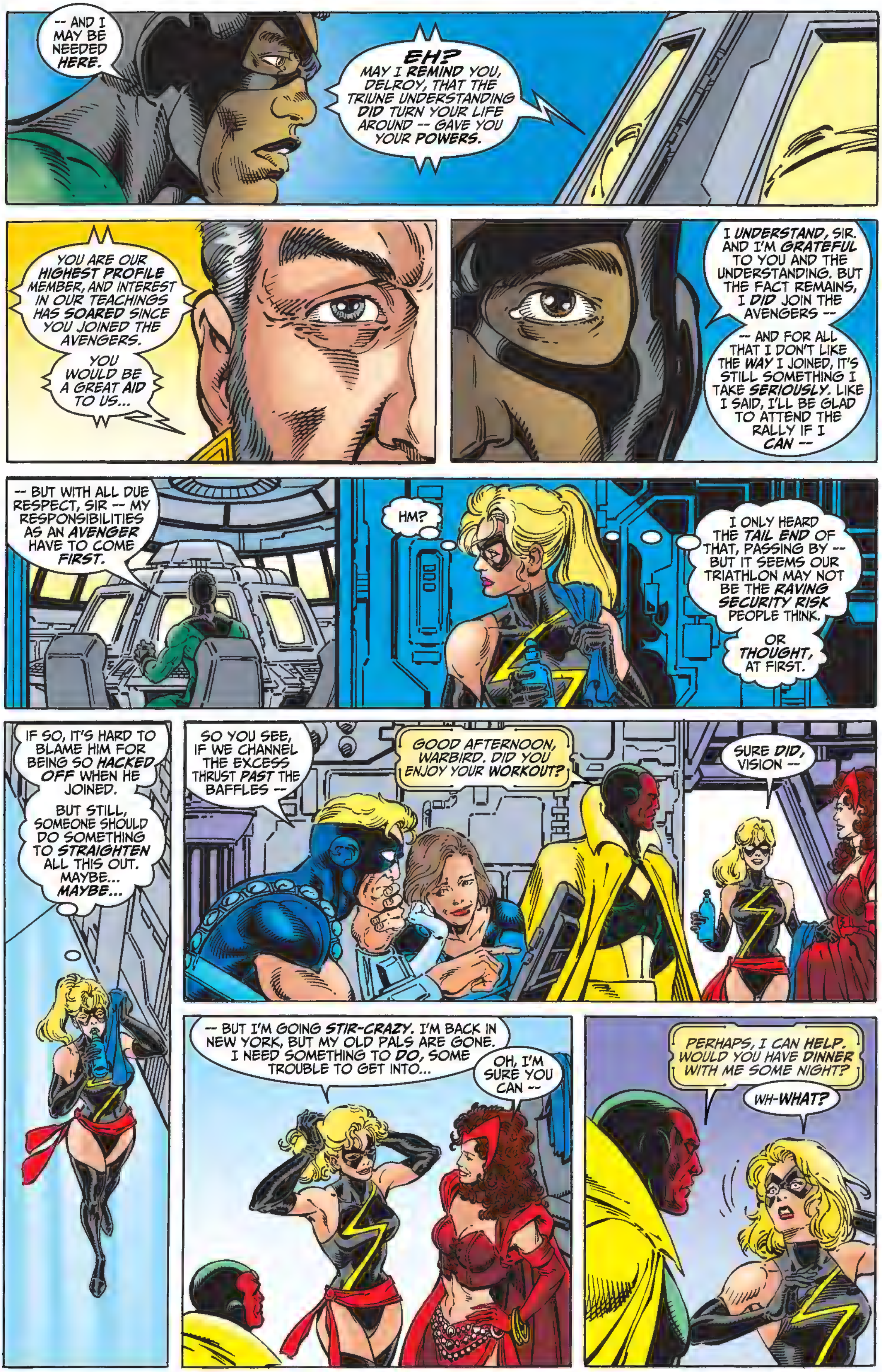
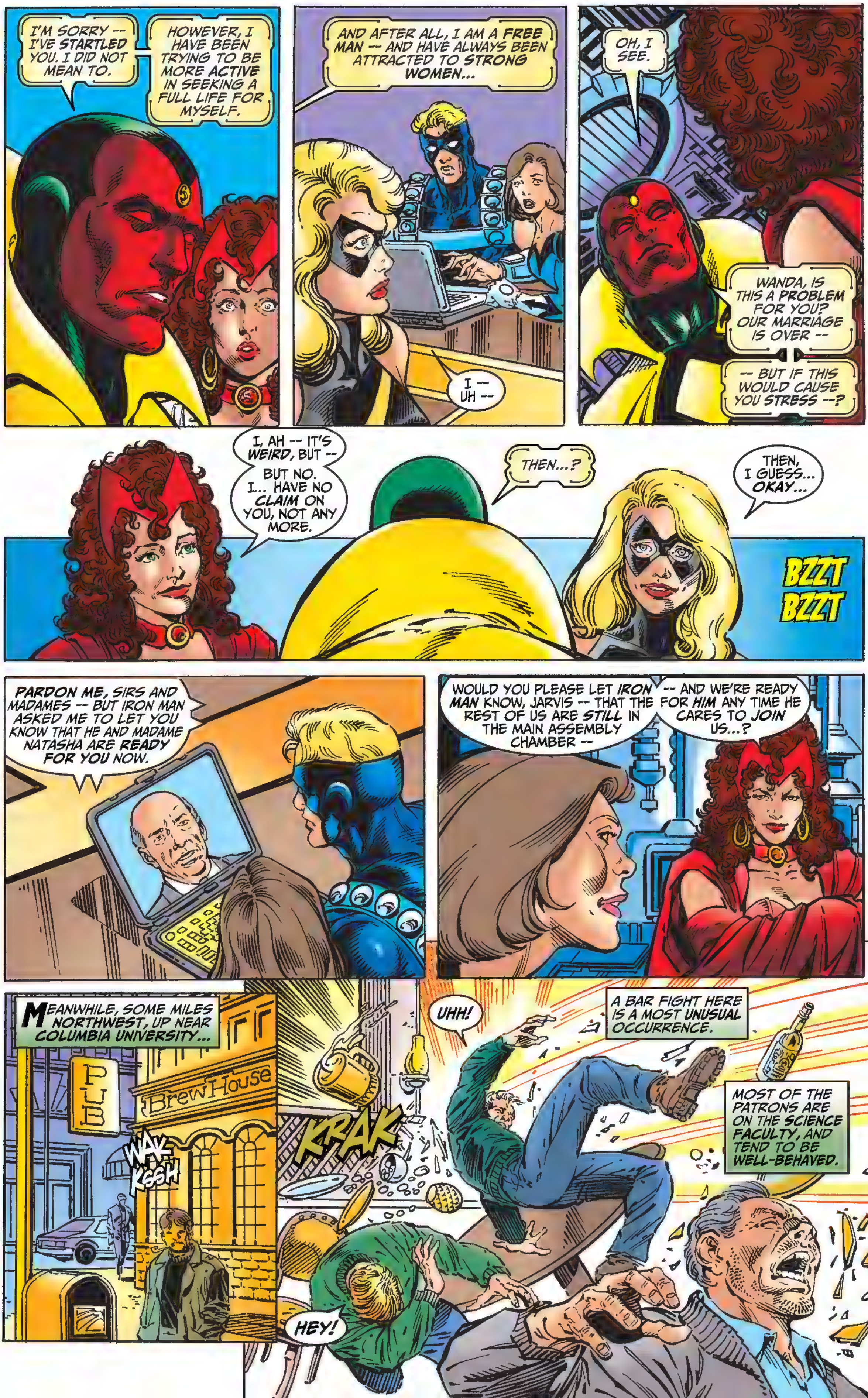
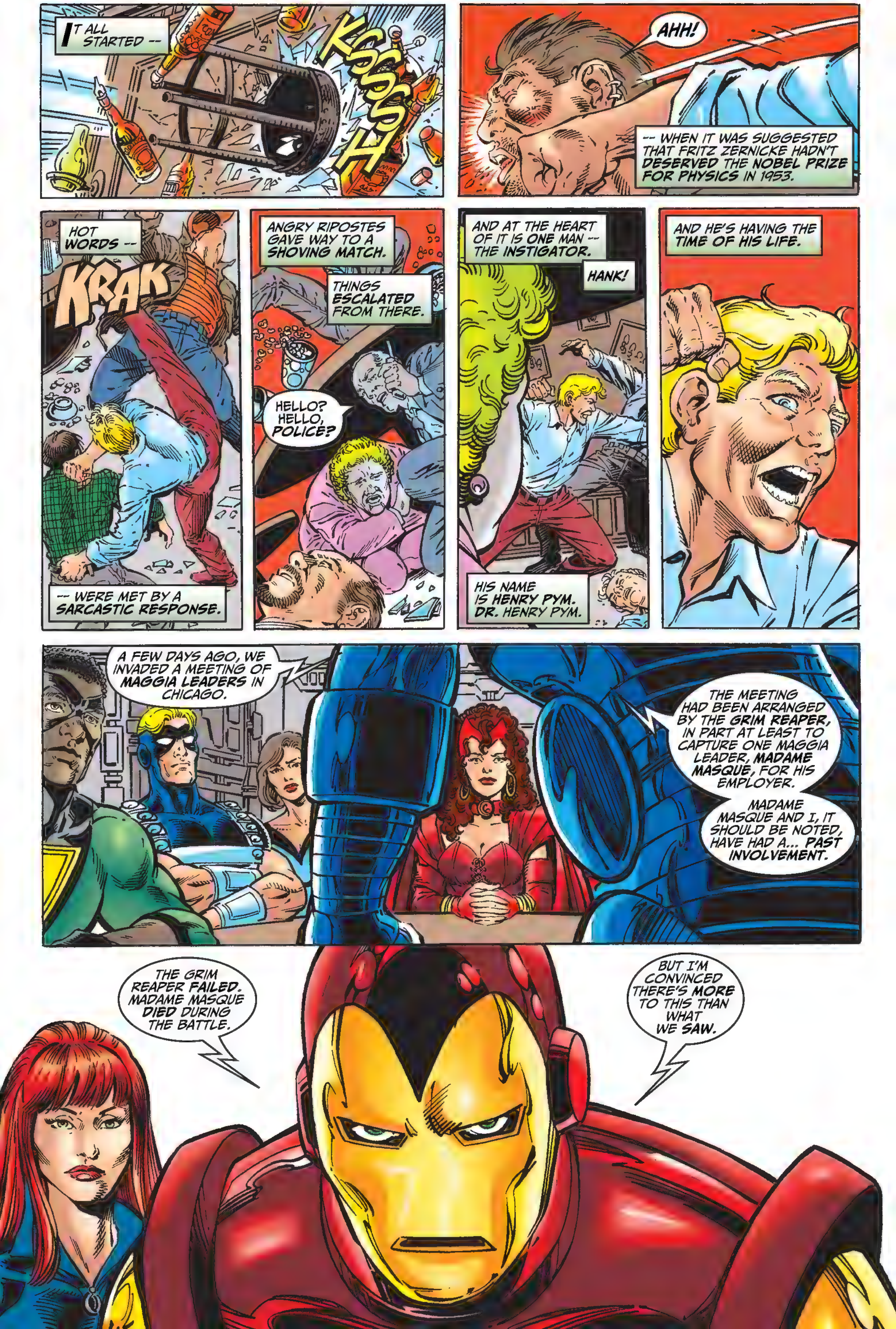

BESIDES, YOU'RE AFTER THE GRIM REAPER AT THE MOMENT, AND YOU DON'T NEED EXTRA MUSCLE FOR THAT.
IF SOMETHING ELSE COMES UP -- OR MY COUSIN DROPS BY AGAIN* -- JUST GIVE A CALL, AND I'LL COME A-RUNNIN'.
YES, A TIME FOR GOOD-BYES...
*A REFERENCE TO THIS YEAR'S HULK ANNUAL, ON THE RACKS SOON! - TOM
...AND FOR HELLOS.
WELL, HEY! LOOK WHO'S HERE --
-- THE BLACK WIDOW!
GOOD AFTERNOON, SHE-HULK -- AND ALL OF YOU. IRON MAN LEFT A MESSAGE WITH MY SERVICE, ASKING ME TO COME BY.
HE SAID IT WAS URGENT.
THAT SOUNDS INTERESTING -- SO I'D BETTER NOT LISTEN. I HEAR A DEPOSITION CALLING ME. TELL TRIATHLON I SAID SO LONG...
TRIATHLON?
OUR NEWEST MEMBER. COME ON IN, NATASHA --
"-- THE BOYS ARE IN THE BASEMENT COORDINATING WITH S.H.I.E.L.D. ..."*
THERE...
...YOU'VE GOT ALL OUR REPORTS ON THE FRACAS IN CHICAGO, DIRECTOR CARTER. AND WE'LL STAND READY TO ACT IF YOU GET A LINE ON THE REAPER.
ONE THING, THOUGH --
*STRATEGIC HAZARD INTERVENTION/ESPIONAGE LOGISTICS DIRECTORATE -TOM

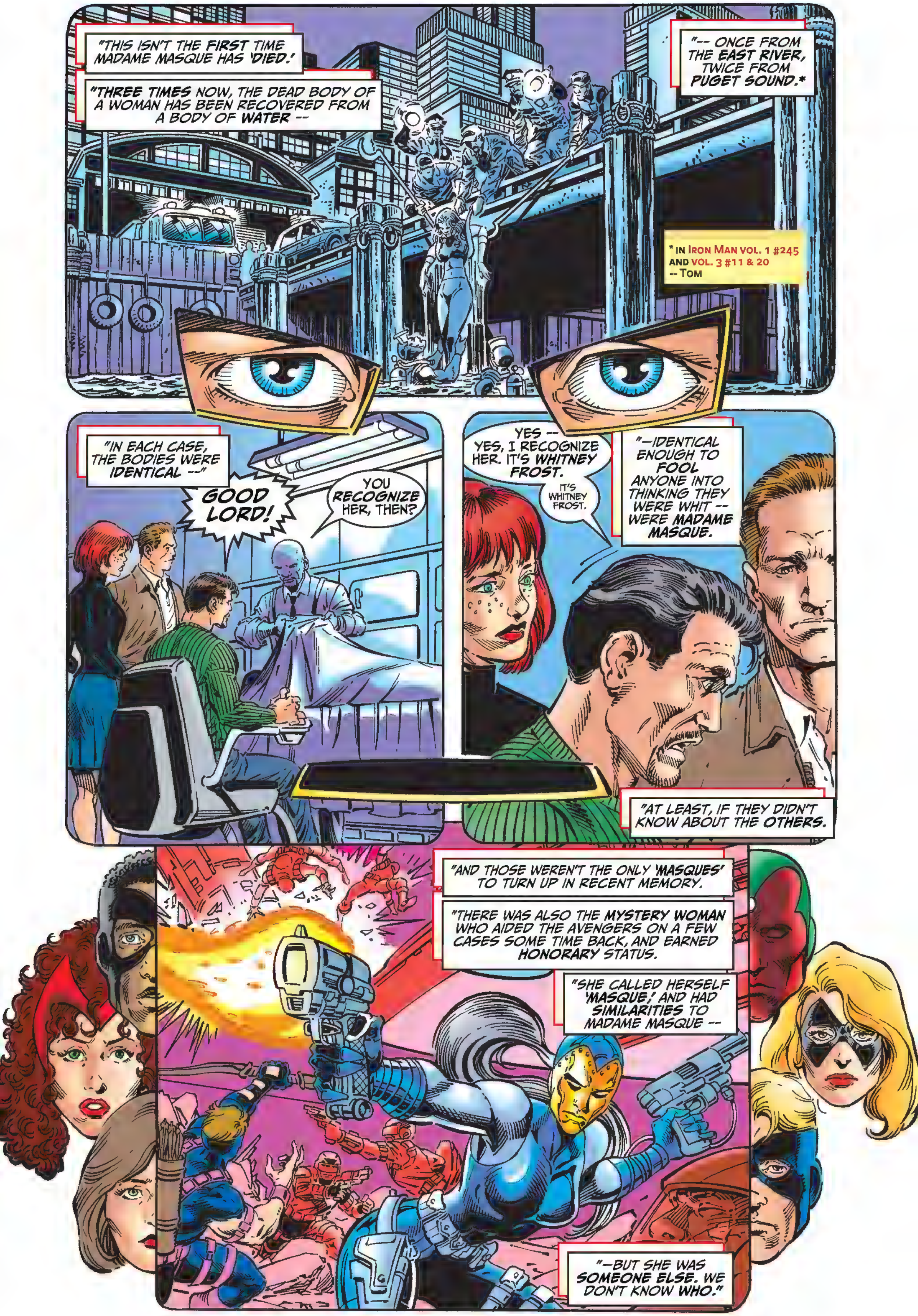

-- IF YOU TURN UP ANY INFORMATION ABOUT MADAME MASQUE, THE AVENGERS WANT FIRST CRACK AT BRINGING HER IN.
I... DON'T LIKE TO MAKE DEALS LIKE THAT, IRON MAN. FURY WOULDN'T HAVE.
I KNOW HE WOULDN'T, DIRECTOR. BUT YOU'RE IN CHARGE NOW, NOT NICK. DO THINGS YOUR WAY, NOT HIS.
SHOW SOME RESPECT, AVENGER! BESIDES, YOUR REPORTS SAY MADAME MASQUE DIED IN CHICAGO...
THEN YOU WON'T MIND HUMORING ME, AGENT SITWELL. AVENGERS OUT.
TEK
IF YOU'RE ALL DONE ANNOYING THE GOVERNMENT, IRON MAN --
-- YOU HAVE A VISITOR.
NATASHA! GLAD YOU COULD MAKE IT.
DID YOU BRING THE COIN?
I'VE GOT IT RIGHT HERE.
GOOD.
THIS WAY, THEN. WE NEED TO CONFER.
I'LL LET THE REST OF YOU KNOW WHEN WE'RE READY FOR YOU.
READY FOR US? WHO DOES HE THINK IS LEADING THIS TEAM, ANYWAY?
OH, HE JUST GETS THAT WAY WHEN HE'S WORKED UP -- AND THIS IS PRETTY PERSONAL TO HIM. THE TRICK IS KNOWING WHEN TO PUSH --
-- AND WHEN TO JUST LET HIM RUN.
BUT ENOUGH OF THAT.
HAS THERE BEEN ANY MORE NEWS OF SIMON?
NO...

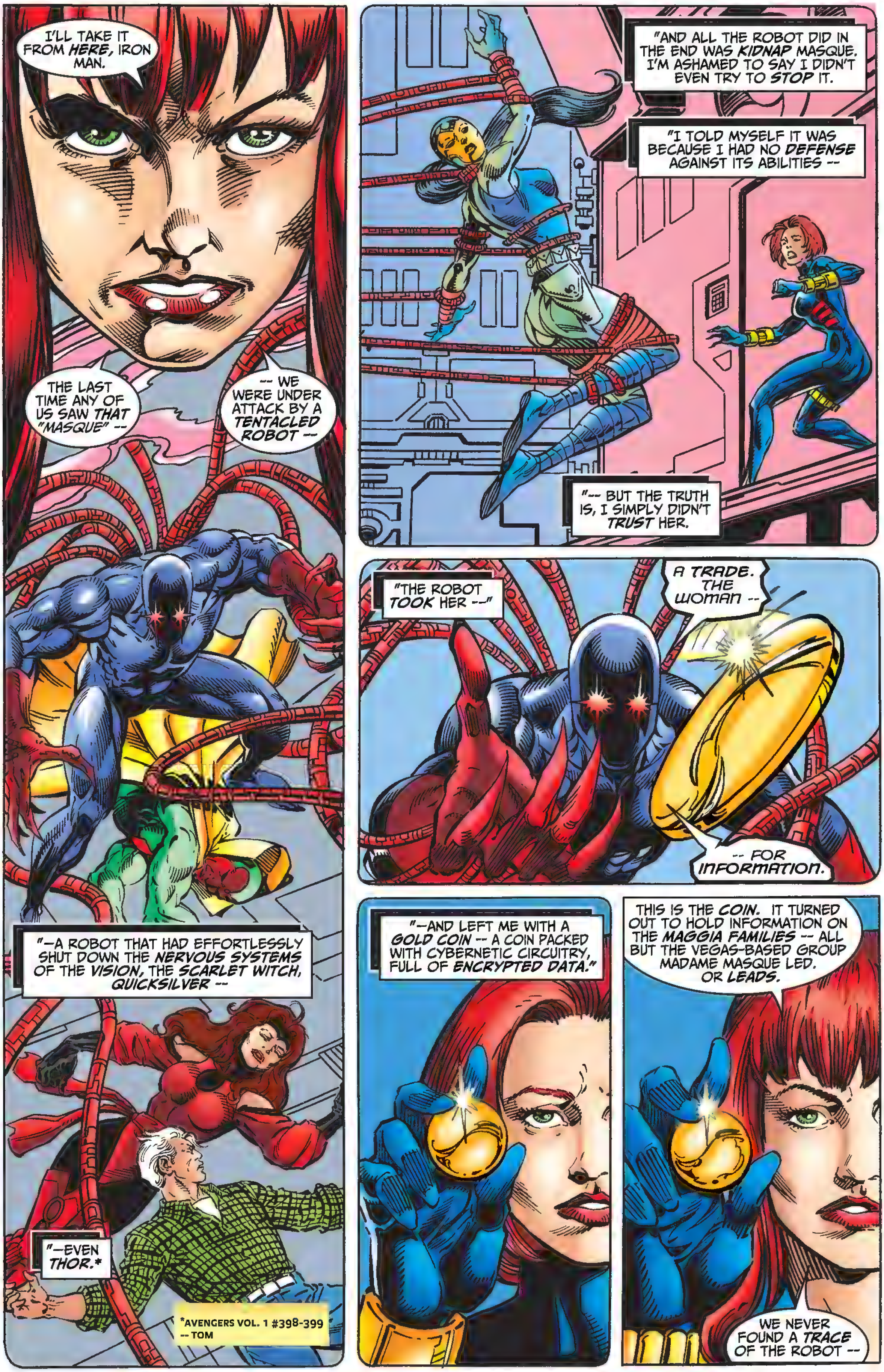

...NOT SINCE THAT NEWS REPORT A FEW DAYS AGO...
"... ABOUT HIM FIGHTING WITH ATLAS OF THE THUNDERBOLTS AT A HIGH SCHOOL IN COLORADO, AND THEN CARRYING HIM OFF.*
"I JUST WISH I KNEW WHY HE WAS THERE, WHY THEY FOUGHT --
"--WHETHER ATLAS OR THE OTHER THUNDERBOLTS HAVE RETURNED TO CRIME, OR SIMON WAS BEING SOMEHOW CONTROLLED, OR...?"
* TO SEE WONDER MAN'S CLASH WITH ATLAS, CHECK OUT THUNDERBOLTS #42 -- STILL ON SALE, IF YOU'RE LUCKY! -- TOM
I WOULDN'T WORRY, WANDA...
I'M NOT -- I'VE SPENT WAY TOO MANY HOURS FRETTING MY LIFE AWAY. SIMON'S DEALT WITH PLENTY, AND ALWAYS SURVIVED --
-- AND WE HAVE THE MARIA STARK FOUNDATION SCOURING THE NEWS FOR --
EXCUSE ME, TRIATHLON ...
"...BUT YOU HAVE A CALL. JONATHAN TREMONT, IN THE COMM-ROOM."
TELL ME, JARVIS, DO YOU AGREE WITH THE OTHERS?
DO YOU THINK TREMONT'S A CON MAN, AND THE TRIUNE UNDERSTANDING'S JUST SOME SORT OF PSEUDO-RELIGIOUS CULT?
I'M SURE I COULDN'T SAY, SIR.
THAT'S THE WAY, JARV --
"-- CAN'T GO WRONG KEEPIN' AN OPEN MIND."
GOOD AFTERNOON, SON. I MUST SAY, YOU'RE LOOKING WELL!
THANK YOU, SIR. I'M HONORED BY YOUR CALL.
AS WE ARE BY YOU, SON.
BUT TO BUSINESS: THE UNDERSTANDING IS HAVING A RALLY IN BOSTON ON FRIDAY, AND WE'D LIKE YOU TO BE A PART OF IT...
I'LL MAKE IT IF I CAN, SIR. BUT THE AVENGERS ARE IN THE MIDDLE OF A CASE --


-- AND I MAY BE NEEDED HERE.
EH? MAY I REMIND YOU, DELROY, THAT THE TRIUNE UNDERSTANDING DID TURN YOUR LIFE AROUND -- GAVE YOU YOUR POWERS.
YOU ARE OUR HIGHEST PROFILE MEMBER, AND INTEREST IN OUR TEACHINGS HAS SOARED SINCE YOU JOINED THE AVENGERS.
YOU WOULD BE A GREAT AID TO US...
I UNDERSTAND, SIR. AND I'M GRATEFUL TO YOU AND THE UNDERSTANDING. BUT THE FACT REMAINS, I DID JOIN THE AVENGERS --
-- AND FOR ALL THAT I DON'T LIKE THE WAY I JOINED, IT'S STILL SOMETHING I TAKE SERIOUSLY. LIKE I SAID, I'LL BE GLAD TO ATTEND THE RALLY IF I CAN --
-- BUT WITH ALL DUE RESPECT, SIR -- MY RESPONSIBILITIES AS AN AVENGER HAVE TO COME FIRST.
HM?
I ONLY HEARD THE TAIL END OF THAT, PASSING BY -- BUT IT SEEMS OUR TRIATHLON MAY NOT BE THE RAVING SECURITY RISK PEOPLE THINK.
OR THOUGHT, AT FIRST.
IF SO, IT'S HARD TO BLAME HIM FOR BEING SO HACKED OFF WHEN HE JOINED.
BUT STILL, SOMEONE SHOULD DO SOMETHING TO STRAIGHTEN ALL THIS OUT. MAYBE... MAYBE...
SO YOU SEE, IF WE CHANNEL THE EXCESS THRUST PAST THE BAFFLES --
GOOD AFTERNOON, WARBIRD. DID YOU ENJOY YOUR WORKOUT?
SURE DID, VISION --
-- BUT I'M GOING STIR-CRAZY. I'M BACK IN NEW YORK, BUT MY OLD PALS ARE GONE. I NEED SOMETHING TO DO, SOME TROUBLE TO GET INTO...
OH, I'M SURE YOU CAN --
PERHAPS, I CAN HELP. WOULD YOU HAVE DINNER WITH ME SOME NIGHT?
WH-WHAT?

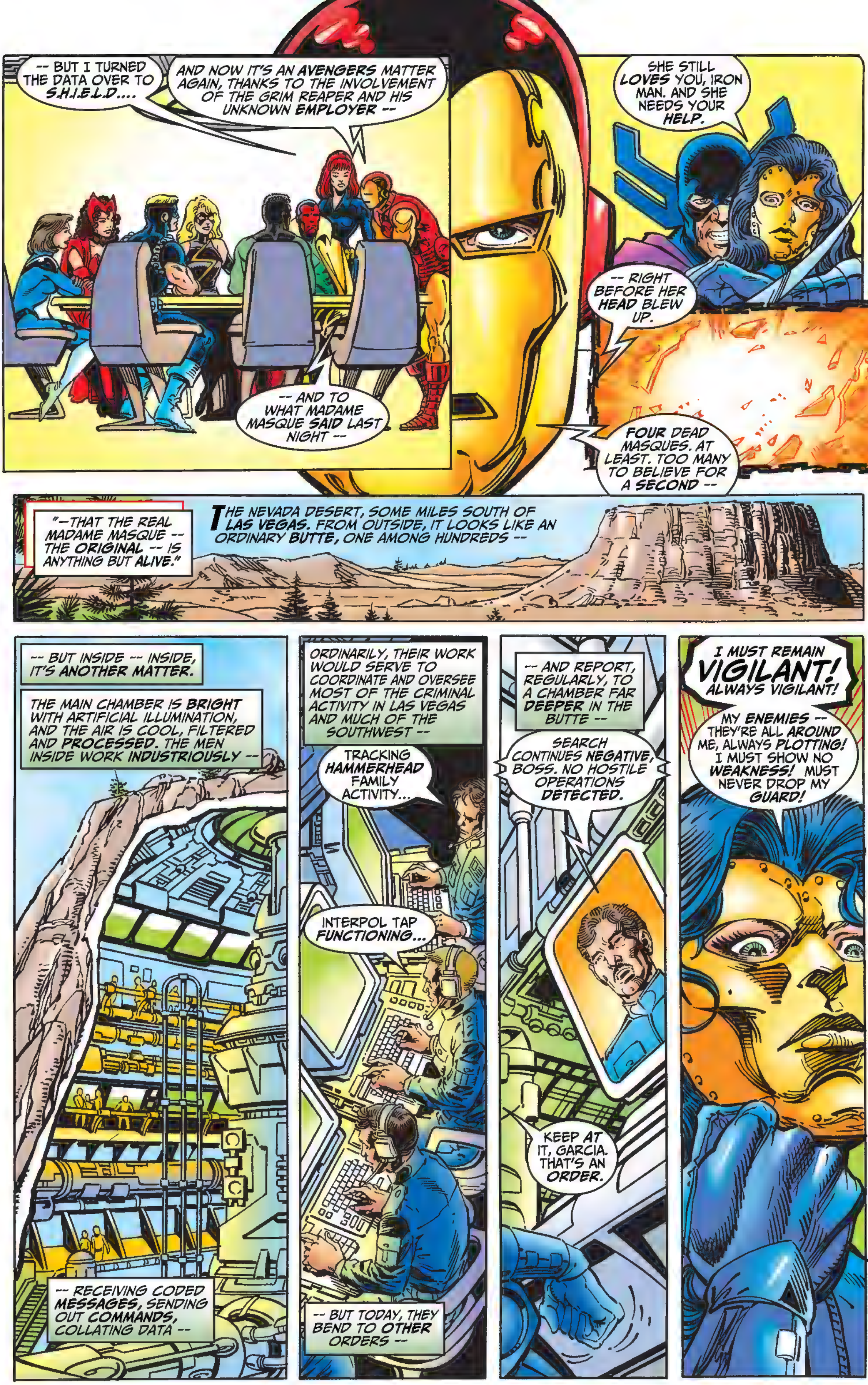

I'M SORRY -- I'VE STARTLED YOU. I DID NOT MEAN TO.
HOWEVER, I HAVE BEEN TRYING TO BE MORE ACTIVE IN SEEKING A FULL LIFE FOR MYSELF.
AND AFTER ALL, I AM A FREE MAN -- AND HAVE ALWAYS BEEN ATTRACTED TO STRONG WOMEN...
I -- UH --
OH, I SEE.
WANDA, IS THIS A PROBLEM FOR YOU? OUR MARRIAGE IS OVER --
-- BUT IF THIS WOULD CAUSE YOU STRESS --?
I, AH -- IT'S WEIRD, BUT --
BUT NO. I... HAVE NO CLAIM ON YOU, NOT ANY MORE.
THEN...?
THEN, I GUESS... OKAY...
BZZT BZZT
PARDON ME, SIRS AND MADAMES -- BUT IRON MAN ASKED ME TO LET YOU KNOW THAT HE AND MADAME NATASHA ARE READY FOR YOU NOW.
WOULD YOU PLEASE LET IRON MAN KNOW, JARVIS -- THAT THE REST OF US ARE STILL IN THE MAIN ASSEMBLY CHAMBER --
-- AND WE'RE READY FOR HIM ANY TIME HE CARES TO JOIN US...?
MEANWHILE, SOME MILES NORTHWEST, UP NEAR COLUMBIA UNIVERSITY...
PUB
Brew House
WAK KSSH
UHH!
A BAR FIGHT HERE IS A MOST UNUSUAL OCCURRENCE.
KRAK
MOST OF THE PATRONS ARE ON THE SCIENCE FACULTY, AND TEND TO BE WELL-BEHAVED.
HEY!

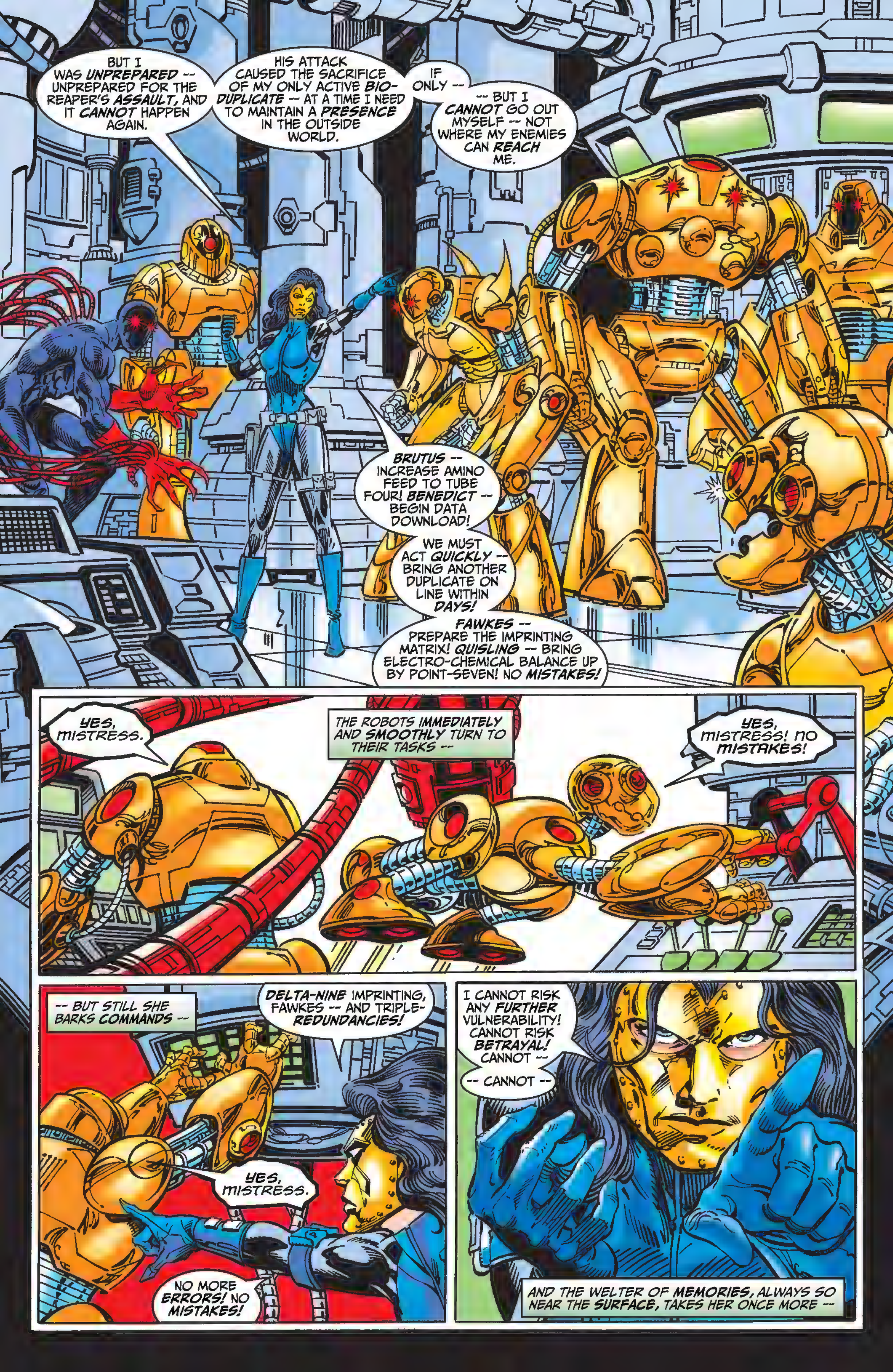

IT ALL STARTED --
KSSSSH
AHH!
-- WHEN IT WAS SUGGESTED THAT FRITZ ZERNICKE HADN'T DESERVED THE NOBEL PRIZE FOR PHYSICS IN 1953.
HOT WORDS --
KRAK
-- WERE MET BY A SARCASTIC RESPONSE.
ANGRY RIPOSTES GAVE WAY TO A SHOVING MATCH.
THINGS ESCALATED FROM THERE.
HELLO? HELLO, POLICE?
AND AT THE HEART OF IT IS ONE MAN -- THE INSTIGATOR.
HANK!
HIS NAME IS HENRY PYM. DR. HENRY PYM.
AND HE'S HAVING THE TIME OF HIS LIFE.
A FEW DAYS AGO, WE INVADED A MEETING OF MAGGIA LEADERS IN CHICAGO.
THE MEETING HAD BEEN ARRANGED BY THE GRIM REAPER, IN PART AT LEAST TO CAPTURE ONE MAGGIA LEADER, MADAME MASQUE, FOR HIS EMPLOYER.
MADAME MASQUE AND I, IT SHOULD BE NOTED, HAVE HAD A... PAST INVOLVEMENT.
THE GRIM REAPER FAILED. MADAME MASQUE DIED DURING THE BATTLE.
BUT I'M CONVINCED THERE'S MORE TO THIS THAN WHAT WE SAW.

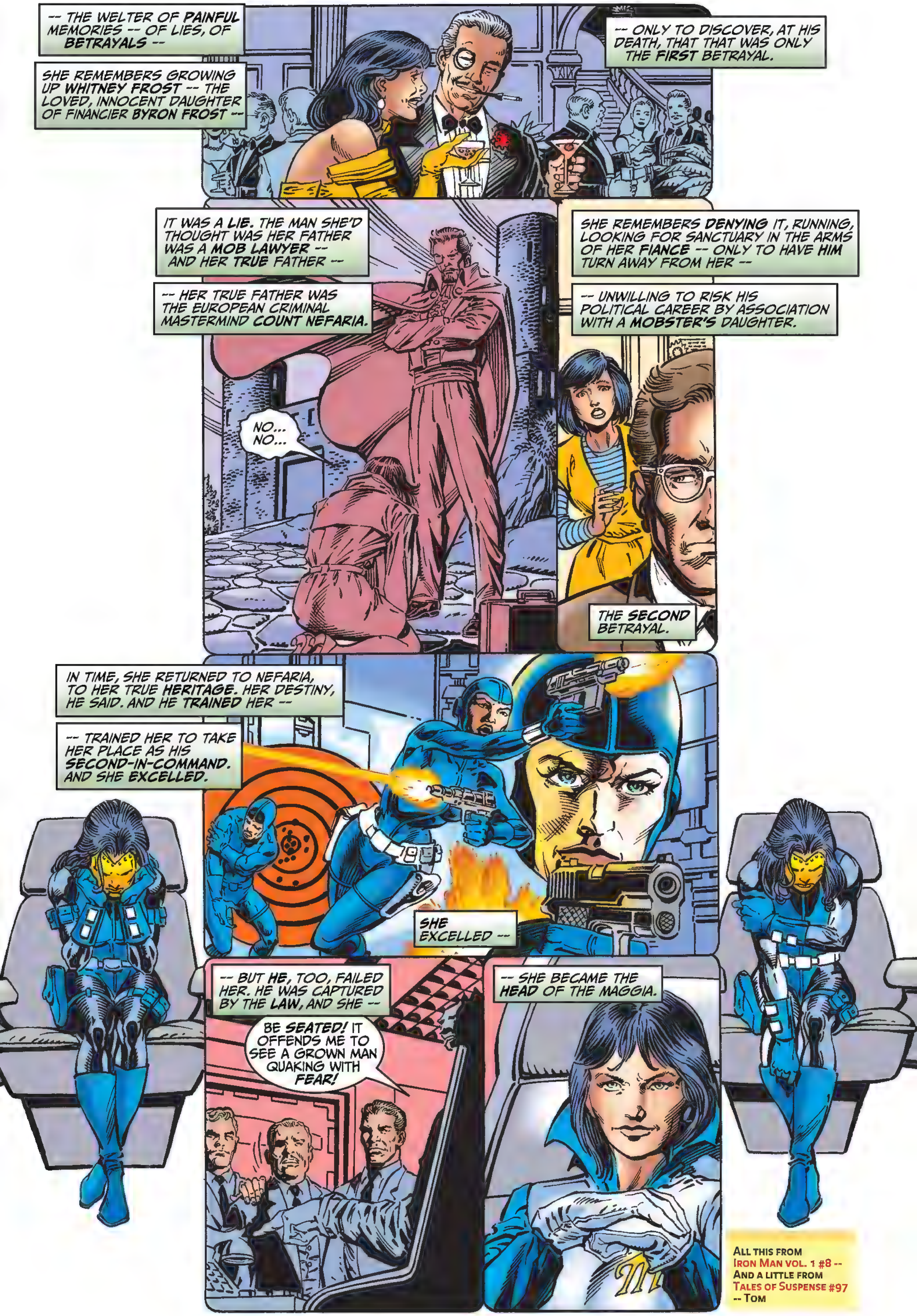

"THIS ISN'T THE FIRST TIME MADAME MASQUE HAS 'DIED.'
"THREE TIMES NOW, THE DEAD BODY OF A WOMAN HAS BEEN RECOVERED FROM A BODY OF WATER --
"-- ONCE FROM THE EAST RIVER, TWICE FROM PUGET SOUND.*
* IN IRON MAN VOL. 1 #245 AND VOL. 3 #11 & 20 -- TOM
"IN EACH CASE, THE BODIES WERE IDENTICAL --"
GOOD LORD!
YOU RECOGNIZE HER, THEN?
YES -- YES, I RECOGNIZE HER. IT'S WHITNEY FROST.
IT'S WHITNEY FROST.
"—IDENTICAL ENOUGH TO FOOL ANYONE INTO THINKING THEY WERE WHIT -- WERE MADAME MASQUE.
"AT LEAST, IF THEY DIDN'T KNOW ABOUT THE OTHERS.
"AND THOSE WEREN'T THE ONLY 'MASQUES' TO TURN UP IN RECENT MEMORY.
"THERE WAS ALSO THE MYSTERY WOMAN WHO AIDED THE AVENGERS ON A FEW CASES SOME TIME BACK, AND EARNED HONORARY STATUS.
"SHE CALLED HERSELF 'MASQUE,' AND HAD SIMILARITIES TO MADAME MASQUE --
"—BUT SHE WAS SOMEONE ELSE. WE DON'T KNOW WHO."


I'LL TAKE IT FROM *HERE,* IRON MAN.
THE LAST TIME ANY OF US SAW *THAT* "MASQUE" --
-- WE WERE UNDER ATTACK BY A *TENTACLED ROBOT* --
"--A ROBOT THAT HAD EFFORTLESSLY SHUT DOWN THE *NERVOUS SYSTEMS* OF THE *VISION,* THE *SCARLET WITCH, QUICKSILVER* --
"--EVEN *THOR.**
"AND ALL THE ROBOT DID IN THE END WAS *KIDNAP* MASQUE. I'M ASHAMED TO SAY I DIDN'T EVEN TRY TO *STOP* IT.
"I TOLD MYSELF IT WAS BECAUSE I HAD NO *DEFENSE* AGAINST ITS ABILITIES --
"-- BUT THE TRUTH IS, I SIMPLY DIDN'T *TRUST* HER.
"THE ROBOT *TOOK* HER --"
A *TRADE.* THE WOMAN --
-- FOR INFORMATION.
"--AND LEFT ME WITH A *GOLD COIN* -- A COIN PACKED WITH CYBERNETIC CIRCUITRY, FULL OF *ENCRYPTED DATA.*"
THIS IS THE *COIN.* IT TURNED OUT TO HOLD INFORMATION ON THE *MAGGIA FAMILIES* -- ALL BUT THE VEGAS-BASED GROUP MADAME MASQUE LED. OR *LEADS.*
WE NEVER FOUND A *TRACE* OF THE ROBOT --

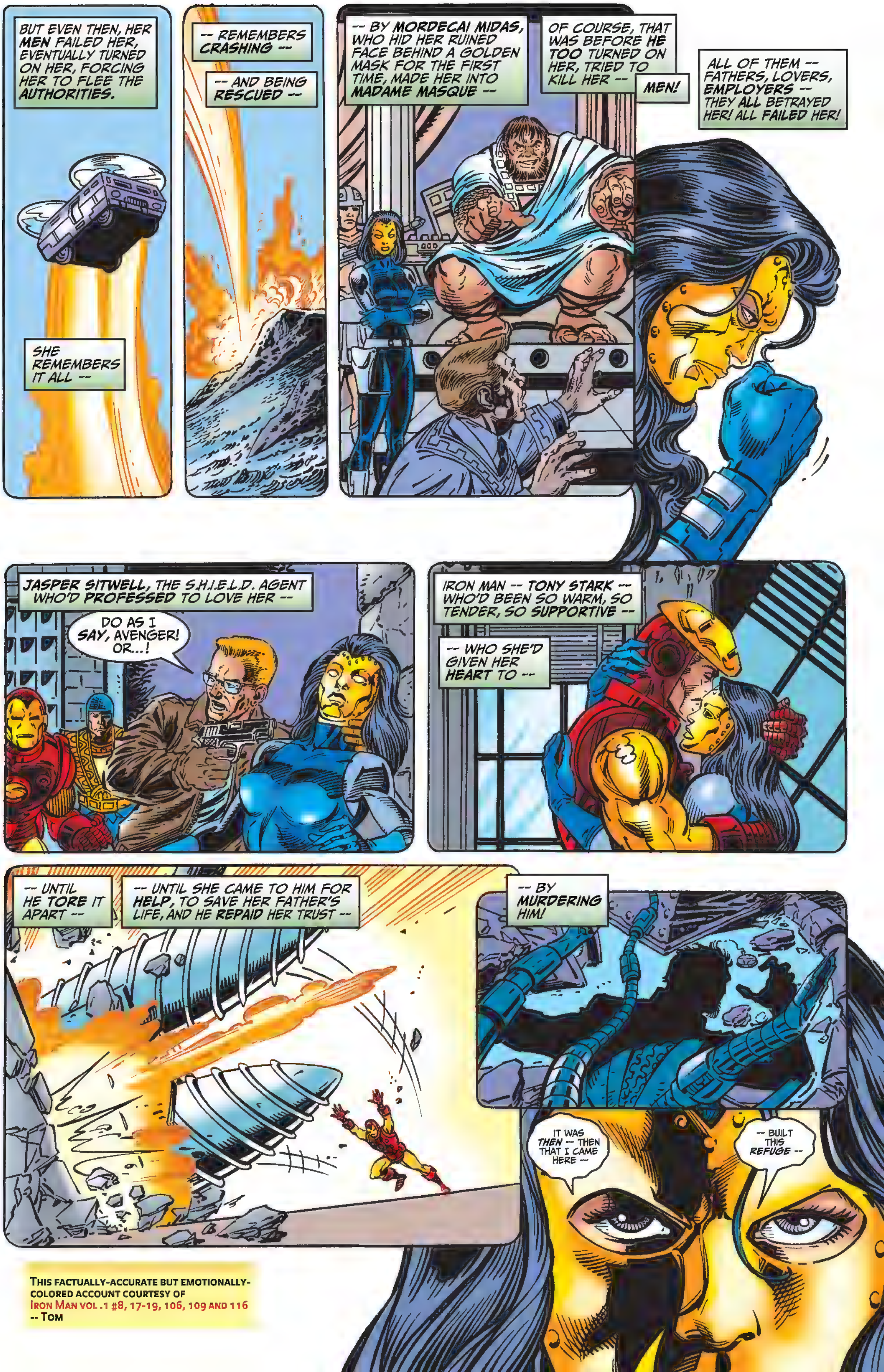
***AVENGERS VOL. 1 #398-399**
-- TOM


-- BUT I TURNED THE DATA OVER TO S.H.I.E.L.D....
AND NOW IT'S AN AVENGERS MATTER AGAIN, THANKS TO THE INVOLVEMENT OF THE GRIM REAPER AND HIS UNKNOWN EMPLOYER --
-- AND TO WHAT MADAME MASQUE SAID LAST NIGHT --
SHE STILL LOVES YOU, IRON MAN. AND SHE NEEDS YOUR HELP.
-- RIGHT BEFORE HER HEAD BLEW UP.
FOUR DEAD MASQUES. AT LEAST. TOO MANY TO BELIEVE FOR A SECOND --
"--THAT THE REAL MADAME MASQUE -- THE ORIGINAL -- IS ANYTHING BUT ALIVE."
THE NEVADA DESERT, SOME MILES SOUTH OF LAS VEGAS. FROM OUTSIDE, IT LOOKS LIKE AN ORDINARY BUTTE, ONE AMONG HUNDREDS --
-- BUT INSIDE -- INSIDE, IT'S ANOTHER MATTER.
THE MAIN CHAMBER IS BRIGHT WITH ARTIFICIAL ILLUMINATION, AND THE AIR IS COOL, FILTERED AND PROCESSED. THE MEN INSIDE WORK INDUSTRIOUSLY --
-- RECEIVING CODED MESSAGES, SENDING OUT COMMANDS, COLLATING DATA --
ORDINARILY, THEIR WORK WOULD SERVE TO COORDINATE AND OVERSEE MOST OF THE CRIMINAL ACTIVITY IN LAS VEGAS AND MUCH OF THE SOUTHWEST --
TRACKING HAMMERHEAD FAMILY ACTIVITY...
INTERPOL TAP FUNCTIONING...
-- BUT TODAY, THEY BEND TO OTHER ORDERS --
-- AND REPORT, REGULARLY, TO A CHAMBER FAR DEEPER IN THE BUTTE --
SEARCH CONTINUES NEGATIVE, BOSS. NO HOSTILE OPERATIONS DETECTED.
KEEP AT IT, GARCIA. THAT'S AN ORDER.
I MUST REMAIN VIGILANT! ALWAYS VIGILANT!
MY ENEMIES -- THEY'RE ALL AROUND ME, ALWAYS PLOTTING! I MUST SHOW NO WEAKNESS! MUST NEVER DROP MY GUARD!

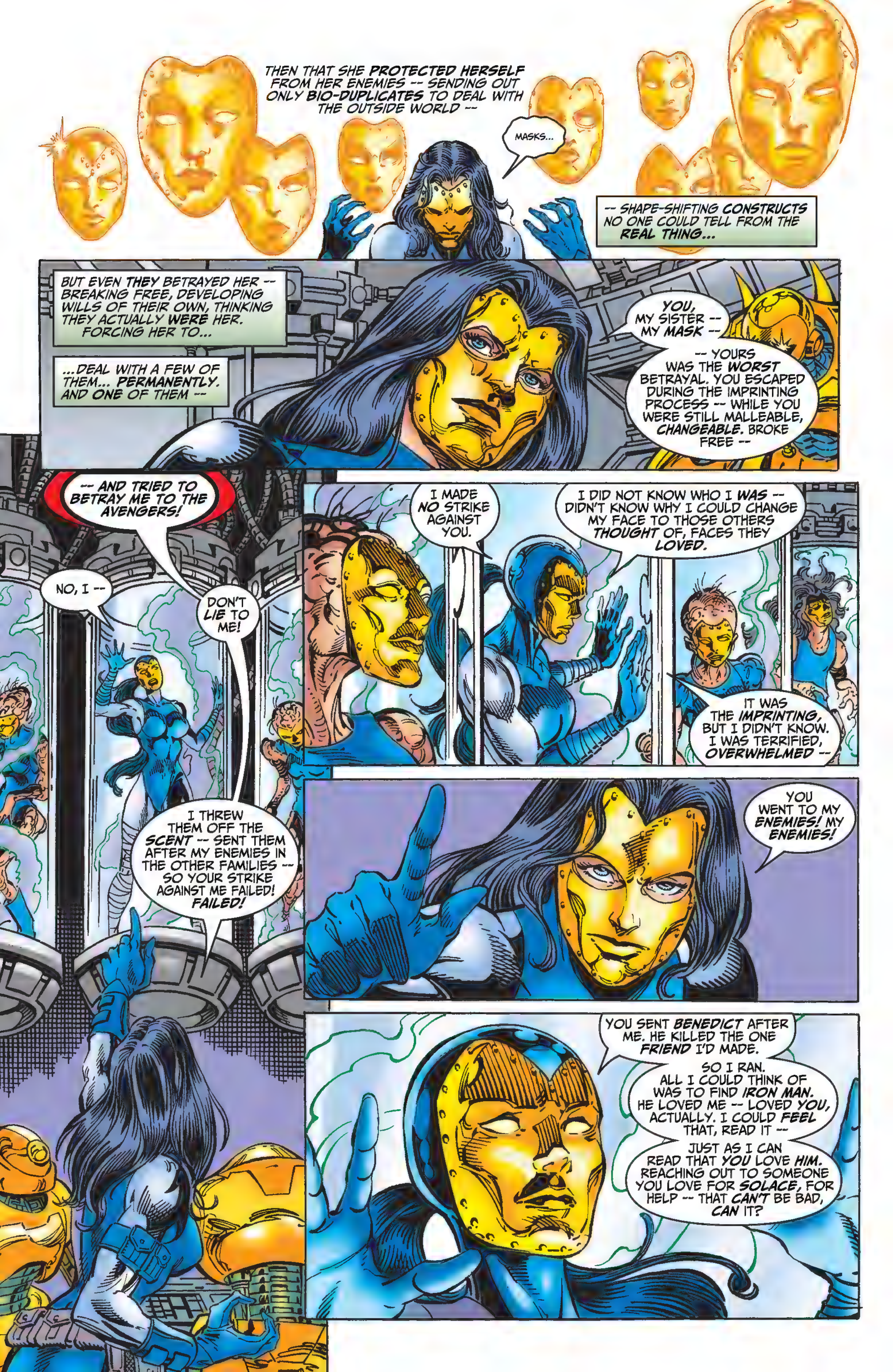

BUT I WAS *UNPREPARED* -- UNPREPARED FOR THE REAPER'S *ASSAULT,* AND IT *CANNOT* HAPPEN AGAIN.
HIS ATTACK CAUSED THE SACRIFICE OF MY ONLY ACTIVE *BIO-DUPLICATE* -- AT A TIME I NEED TO MAINTAIN A *PRESENCE* IN THE OUTSIDE WORLD.
IF ONLY --
-- BUT I *CANNOT* GO OUT MYSELF -- NOT WHERE MY ENEMIES CAN *REACH* ME.
BRUTUS -- INCREASE AMINO FEED TO TUBE FOUR! *BENEDICT* -- BEGIN DATA DOWNLOAD!
WE MUST ACT *QUICKLY* -- BRING ANOTHER DUPLICATE ON LINE WITHIN *DAYS!*
FAWKES -- PREPARE THE IMPRINTING MATRIX! *QUISLING* -- BRING ELECTRO-CHEMICAL BALANCE UP BY POINT-SEVEN! NO *MISTAKES!*
YES, MISTRESS.
THE ROBOTS *IMMEDIATELY* AND *SMOOTHLY* TURN TO THEIR TASKS --
YES, MISTRESS! NO MISTAKES!
-- BUT STILL SHE BARKS *COMMANDS* --
DELTA-NINE IMPRINTING, FAWKES -- AND TRIPLE-*REDUNDANCIES!*
YES, MISTRESS.
NO MORE *ERRORS!* NO *MISTAKES!*
I CANNOT RISK ANY *FURTHER* VULNERABILITY! CANNOT RISK *BETRAYAL!* CANNOT --
-- CANNOT --
AND THE WELTER OF *MEMORIES,* ALWAYS SO NEAR THE *SURFACE,* TAKES HER ONCE MORE --

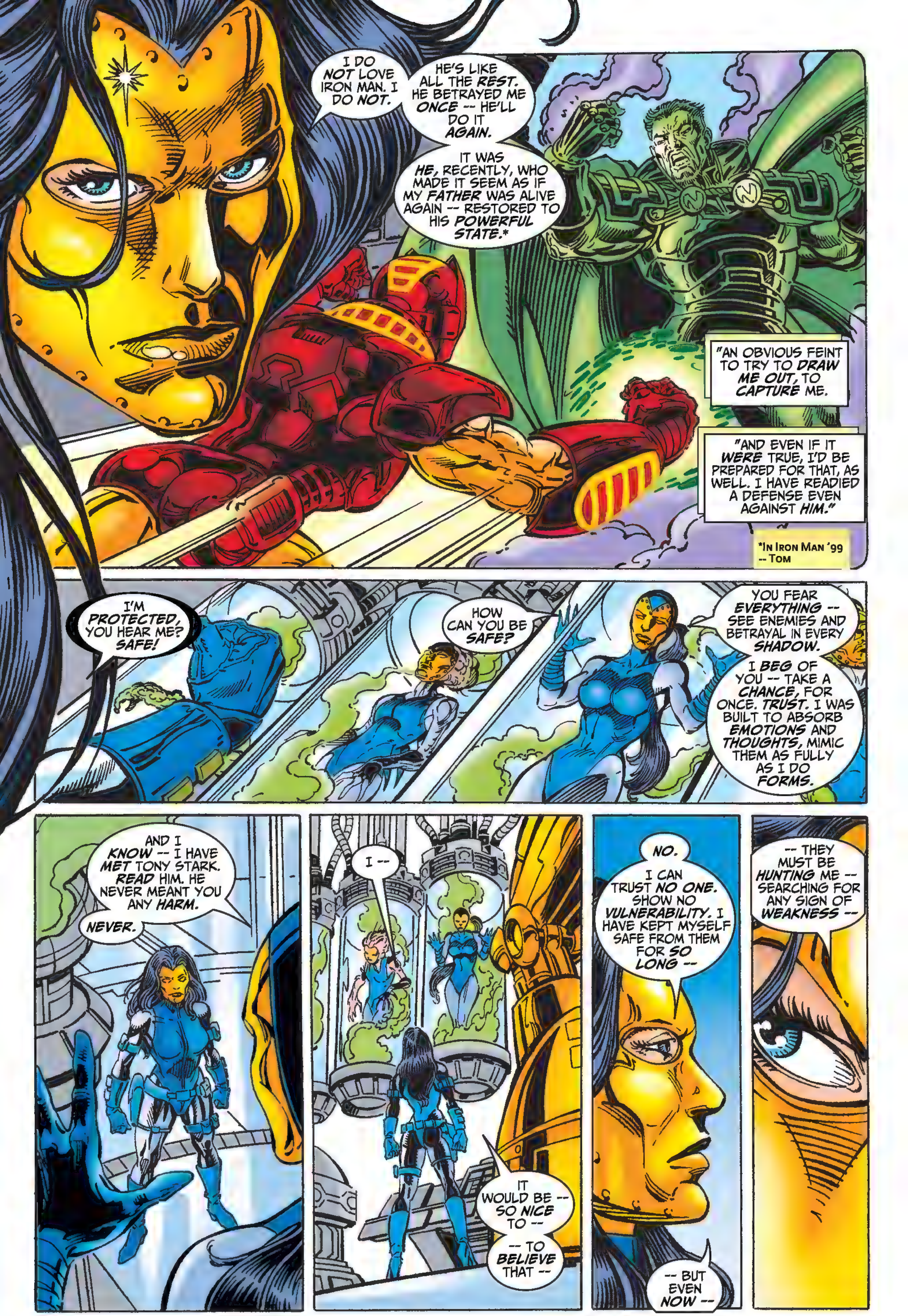

-- THE WELTER OF PAINFUL MEMORIES -- OF LIES, OF BETRAYALS --
SHE REMEMBERS GROWING UP WHITNEY FROST -- THE LOVED, INNOCENT DAUGHTER OF FINANCIER BYRON FROST --
-- ONLY TO DISCOVER, AT HIS DEATH, THAT THAT WAS ONLY THE FIRST BETRAYAL.
IT WAS A LIE. THE MAN SHE'D THOUGHT WAS HER FATHER WAS A MOB LAWYER -- AND HER TRUE FATHER --
-- HER TRUE FATHER WAS THE EUROPEAN CRIMINAL MASTERMIND COUNT NEFARIA.
NO... NO...
SHE REMEMBERS DENYING IT, RUNNING, LOOKING FOR SANCTUARY IN THE ARMS OF HER FIANCE -- ONLY TO HAVE HIM TURN AWAY FROM HER --
-- UNWILLING TO RISK HIS POLITICAL CAREER BY ASSOCIATION WITH A MOBSTER'S DAUGHTER.
THE SECOND BETRAYAL.
IN TIME, SHE RETURNED TO NEFARIA, TO HER TRUE HERITAGE. HER DESTINY, HE SAID. AND HE TRAINED HER --
-- TRAINED HER TO TAKE HER PLACE AS HIS SECOND-IN-COMMAND. AND SHE EXCELLED.
SHE EXCELLED --
-- BUT HE, TOO, FAILED HER. HE WAS CAPTURED BY THE LAW, AND SHE --
BE SEATED! IT OFFENDS ME TO SEE A GROWN MAN QUAKING WITH FEAR!
-- SHE BECAME THE HEAD OF THE MAGGIA.

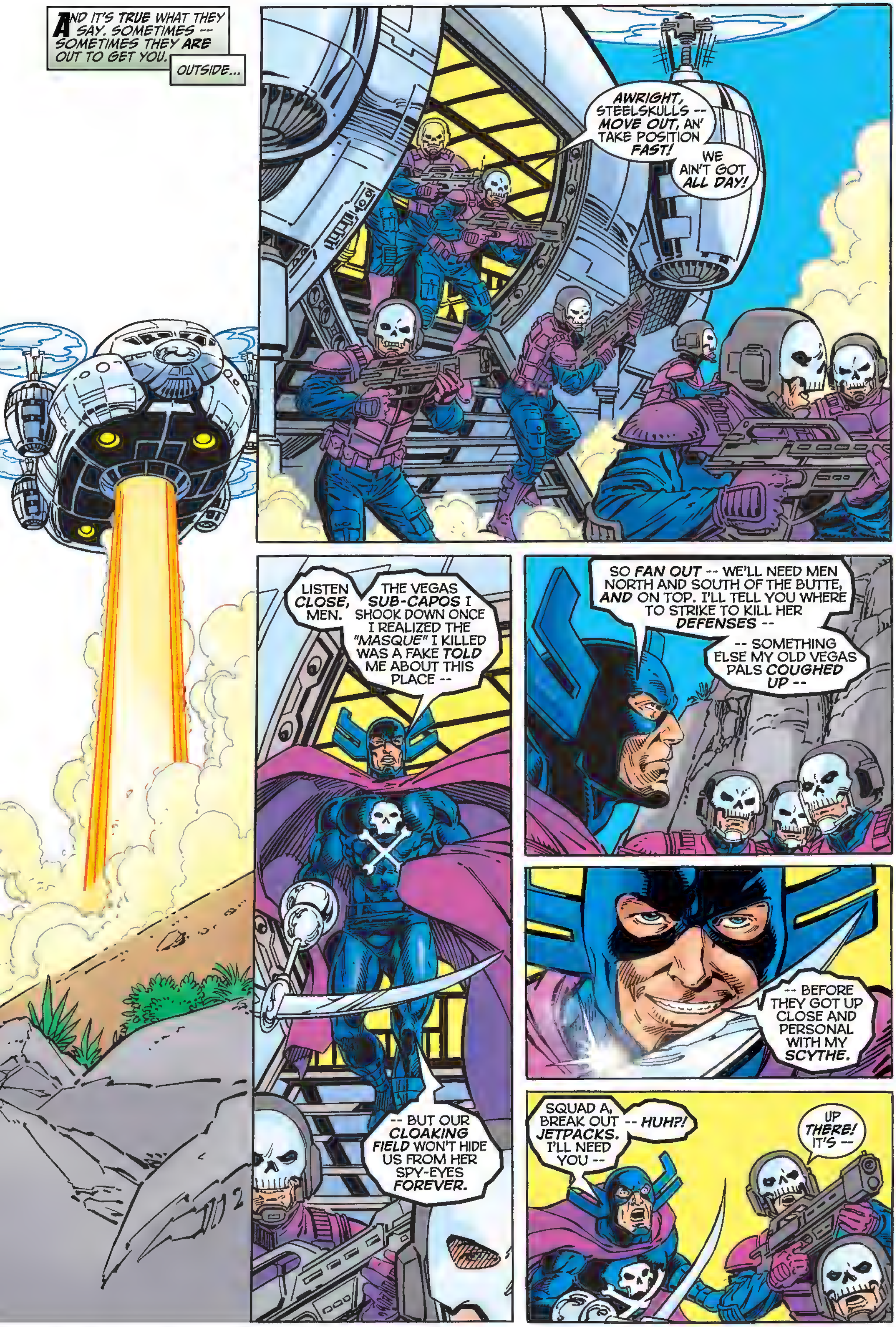
All this from Iron Man vol. 1 #8 --
And a little from Tales of Suspense #97
-- Tom

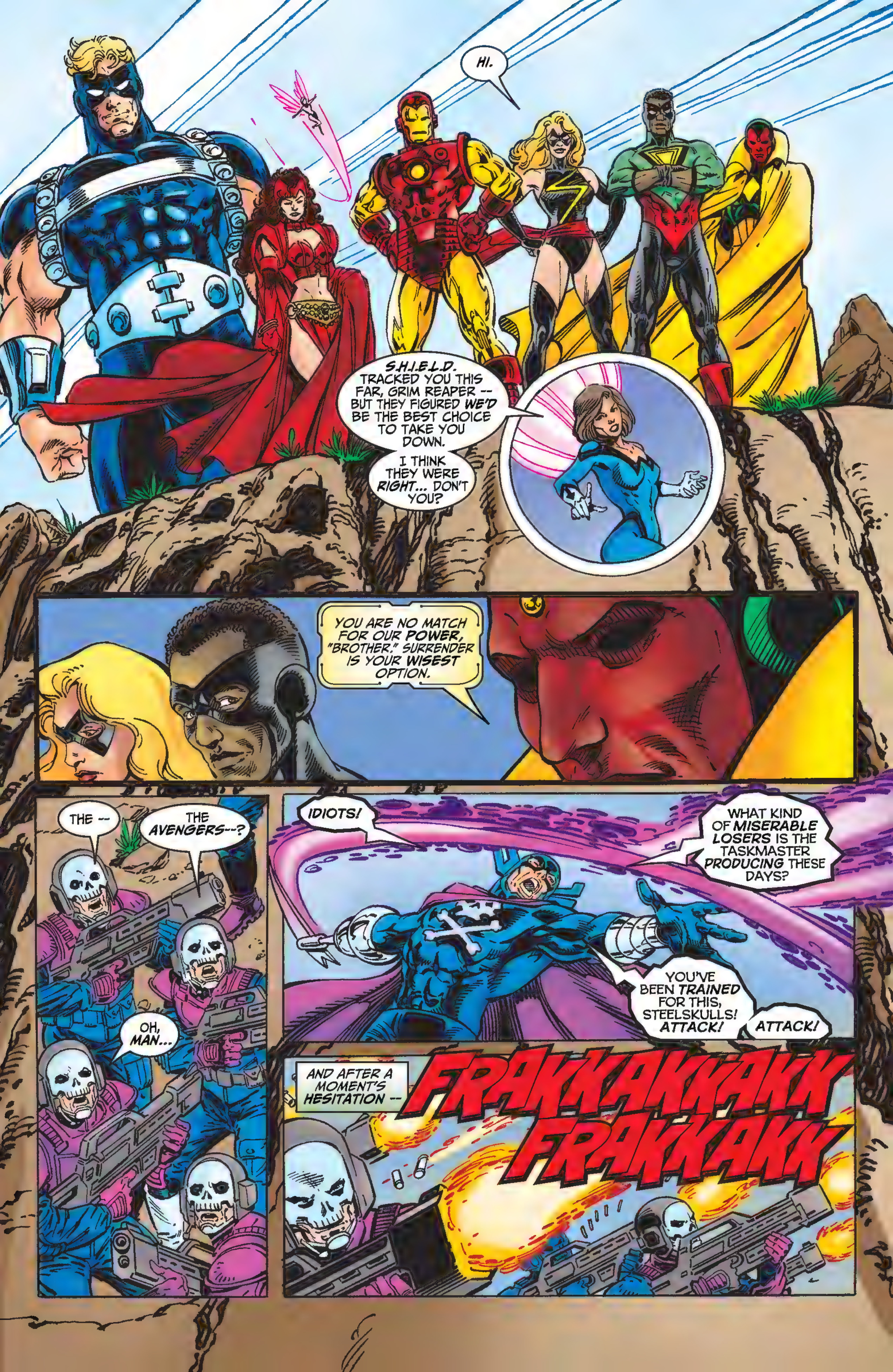

BUT EVEN THEN, HER **MEN** FAILED HER, EVENTUALLY TURNED ON HER, FORCING HER TO FLEE THE **AUTHORITIES.**
SHE REMEMBERS IT ALL --
-- REMEMBERS **CRASHING** --
-- AND BEING **RESCUED** --
-- BY **MORDECAI MIDAS,** WHO HID HER RUINED FACE BEHIND A GOLDEN MASK FOR THE FIRST TIME, MADE HER INTO **MADAME MASQUE** --
OF COURSE, THAT WAS BEFORE **HE TOO** TURNED ON HER, TRIED TO KILL HER --
MEN!
ALL OF THEM -- FATHERS, LOVERS, **EMPLOYERS** -- THEY **ALL** BETRAYED HER! ALL **FAILED** HER!
JASPER SITWELL, THE S.H.I.E.L.D. AGENT WHO'D **PROFESSED** TO LOVE HER --
DO AS I **SAY,** AVENGER! OR...!
IRON MAN -- **TONY STARK** -- WHO'D BEEN SO WARM, SO TENDER, SO **SUPPORTIVE** --
-- WHO SHE'D GIVEN HER **HEART** TO --
-- UNTIL HE **TORE** IT APART --
-- UNTIL SHE CAME TO HIM FOR **HELP,** TO SAVE HER FATHER'S LIFE, AND HE **REPAID** HER TRUST --
-- BY **MURDERING** HIM!
IT WAS **THEN** -- THEN THAT I CAME HERE --
-- BUILT THIS **REFUGE** --

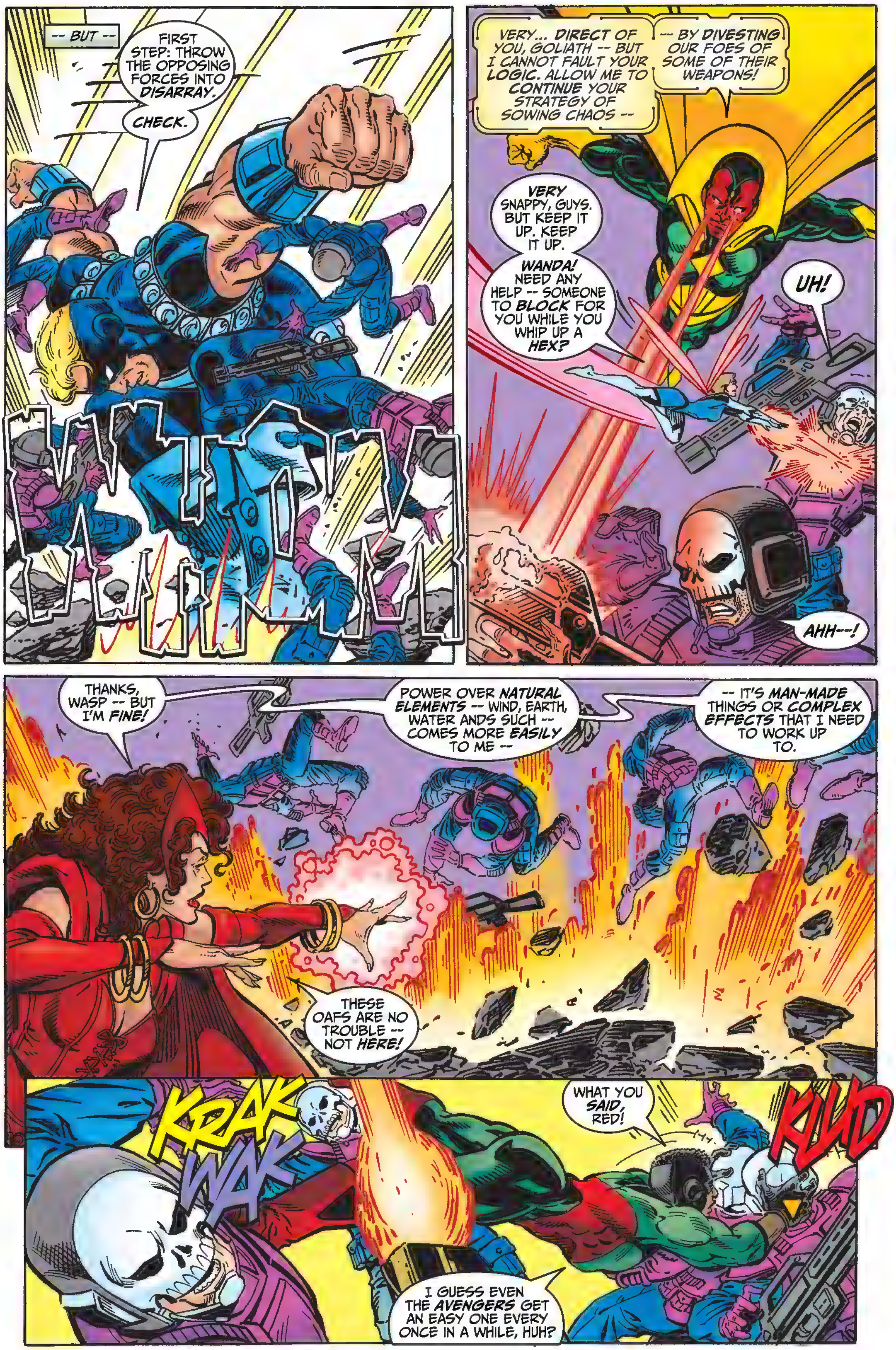
This factually-accurate but emotionally-colored account courtesy of Iron Man vol.1 #8, 17-19, 106, 109 and 116 -- Tom

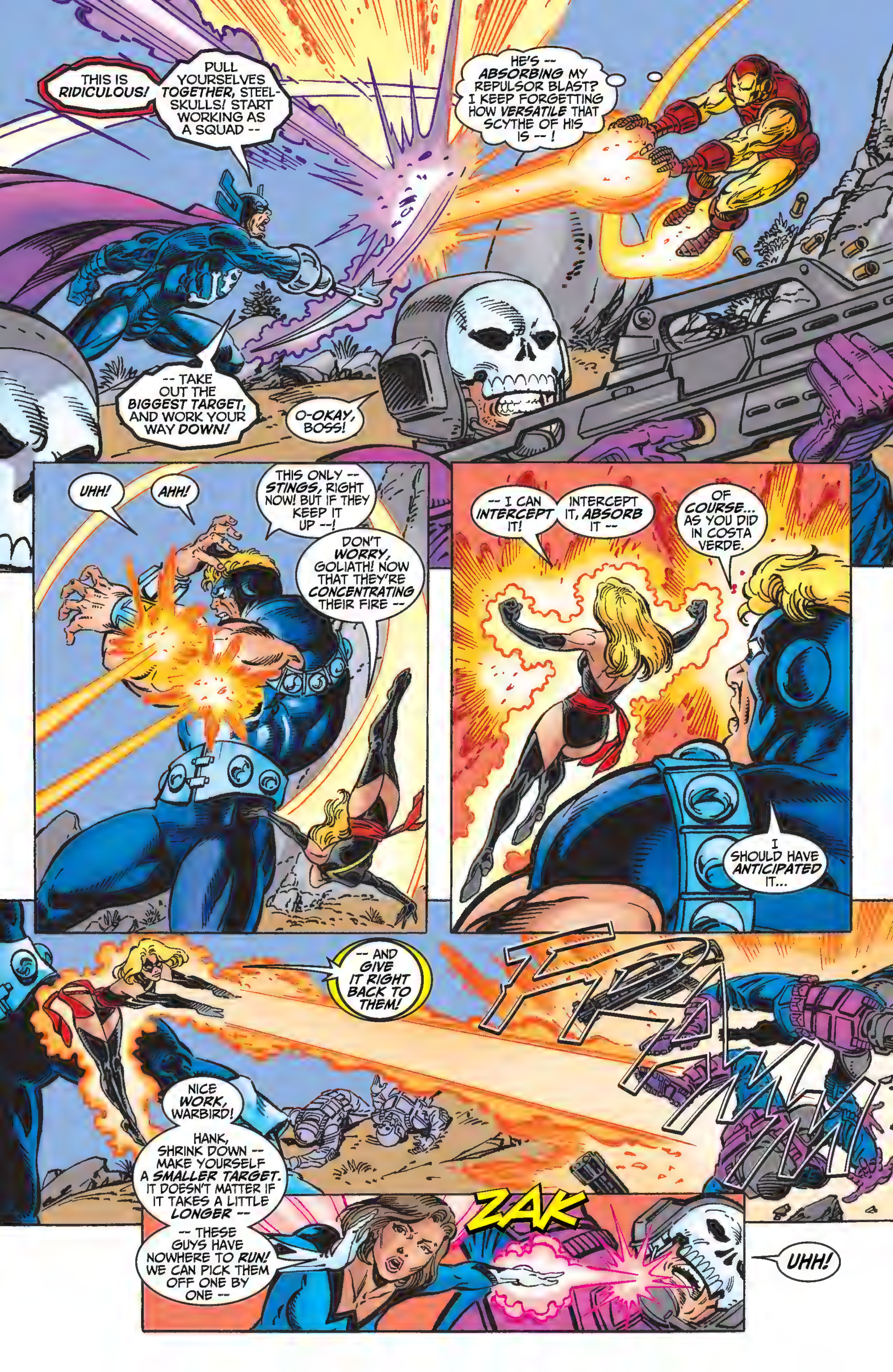

THEN THAT SHE PROTECTED HERSELF FROM HER ENEMIES -- SENDING OUT ONLY BIO-DUPLICATES TO DEAL WITH THE OUTSIDE WORLD --
MASKS...
-- SHAPE-SHIFTING CONSTRUCTS NO ONE COULD TELL FROM THE REAL THING...
BUT EVEN THEY BETRAYED HER -- BREAKING FREE, DEVELOPING WILLS OF THEIR OWN, THINKING THEY ACTUALLY WERE HER. FORCING HER TO...
...DEAL WITH A FEW OF THEM... PERMANENTLY. AND ONE OF THEM --
YOU, MY SISTER -- MY MASK --
-- YOURS WAS THE WORST BETRAYAL. YOU ESCAPED DURING THE IMPRINTING PROCESS -- WHILE YOU WERE STILL MALLEABLE, CHANGEABLE. BROKE FREE --
-- AND TRIED TO BETRAY ME TO THE AVENGERS!
NO, I --
DON'T LIE TO ME!
I MADE NO STRIKE AGAINST YOU.
I THREW THEM OFF THE SCENT -- SENT THEM AFTER MY ENEMIES IN THE OTHER FAMILIES -- SO YOUR STRIKE AGAINST ME FAILED!
I DID NOT KNOW WHO I WAS -- DIDN'T KNOW WHY I COULD CHANGE MY FACE TO THOSE OTHERS THOUGHT OF, FACES THEY LOVED.
IT WAS THE IMPRINTING, BUT I DIDN'T KNOW. I WAS TERRIFIED, OVERWHELMED --
YOU WENT TO MY ENEMIES! MY ENEMIES!
YOU SENT BENEDICT AFTER ME. HE KILLED THE ONE FRIEND I'D MADE.
SO I RAN. ALL I COULD THINK OF WAS TO FIND IRON MAN. HE LOVED ME -- LOVED YOU, ACTUALLY. I COULD FEEL THAT, READ IT --
JUST AS I CAN READ THAT YOU LOVE HIM. REACHING OUT TO SOMEONE YOU LOVE FOR SOLACE, FOR HELP -- THAT CAN'T BE BAD, CAN IT?

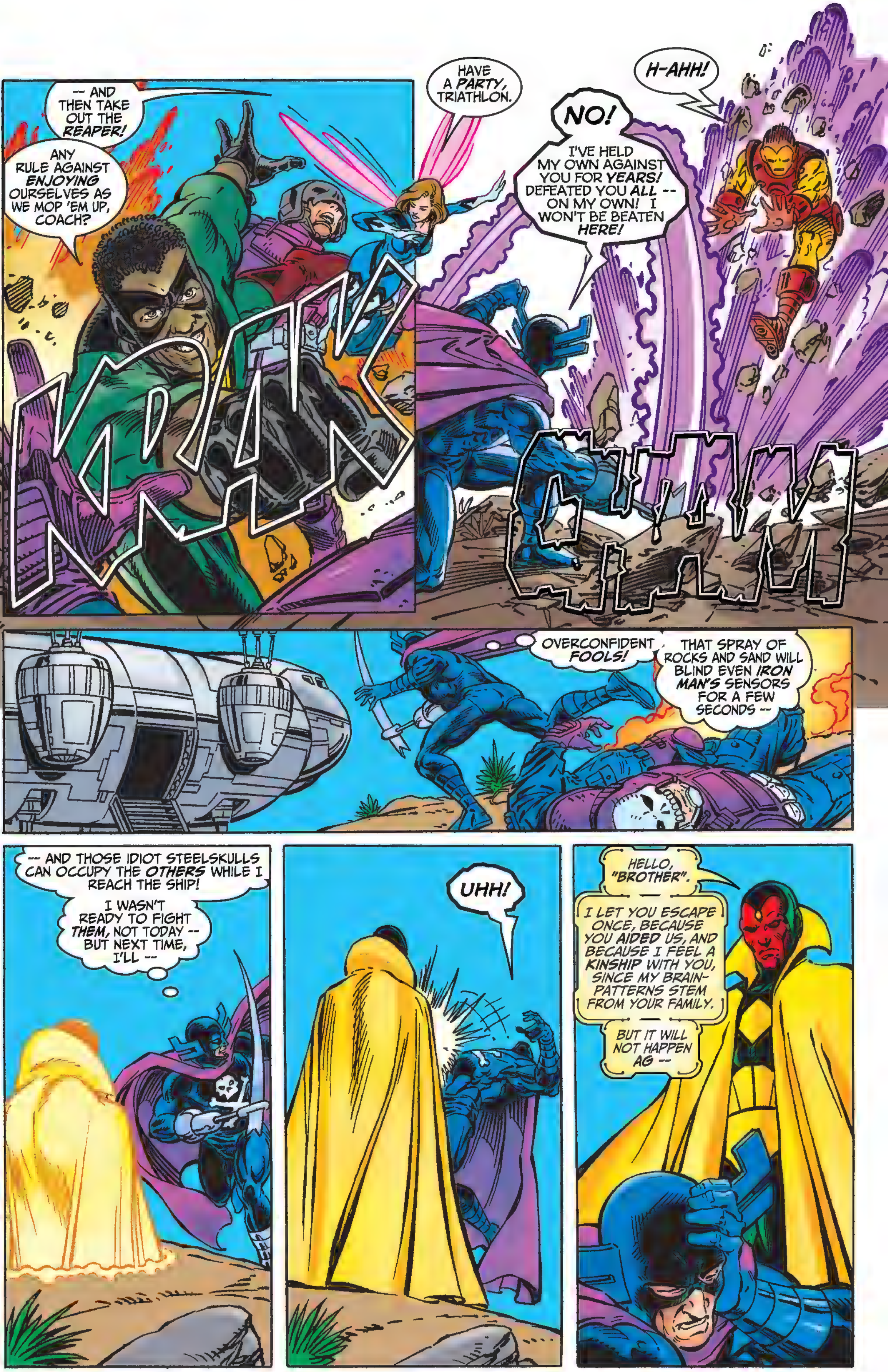

I DO *NOT* LOVE IRON MAN. I DO *NOT*.
HE'S LIKE ALL THE *REST*. HE BETRAYED ME *ONCE* -- HE'LL DO IT *AGAIN*.
IT WAS *HE*, RECENTLY, WHO MADE IT SEEM AS IF MY *FATHER* WAS ALIVE AGAIN -- RESTORED TO HIS *POWERFUL STATE*.*
"AN OBVIOUS FEINT TO TRY TO *DRAW ME OUT*, TO *CAPTURE* ME.
"AND EVEN IF IT *WERE* TRUE, I'D BE PREPARED FOR THAT, AS WELL. I HAVE READIED A DEFENSE EVEN AGAINST *HIM*."
*IN IRON MAN '99 -- TOM
I'M *PROTECTED*, YOU HEAR ME? *SAFE!*
HOW CAN YOU BE *SAFE?*
YOU FEAR *EVERYTHING* -- SEE ENEMIES AND BETRAYAL IN EVERY *SHADOW*.
I *BEG* OF YOU -- TAKE A *CHANCE*, FOR ONCE. *TRUST*. I WAS BUILT TO ABSORB *EMOTIONS* AND *THOUGHTS*, MIMIC THEM AS FULLY AS I DO *FORMS*.
AND I *KNOW* -- I HAVE *MET* TONY STARK. *READ* HIM. HE NEVER MEANT YOU ANY *HARM*.
NEVER.
I --
IT WOULD BE -- SO *NICE* TO --
-- TO *BELIEVE* THAT --
NO.
I CAN TRUST *NO ONE*. SHOW NO *VULNERABILITY*. I HAVE KEPT MYSELF SAFE FROM THEM FOR *SO LONG* --
-- BUT EVEN *NOW* --
-- THEY MUST BE *HUNTING* ME -- SEARCHING FOR ANY SIGN OF *WEAKNESS* --

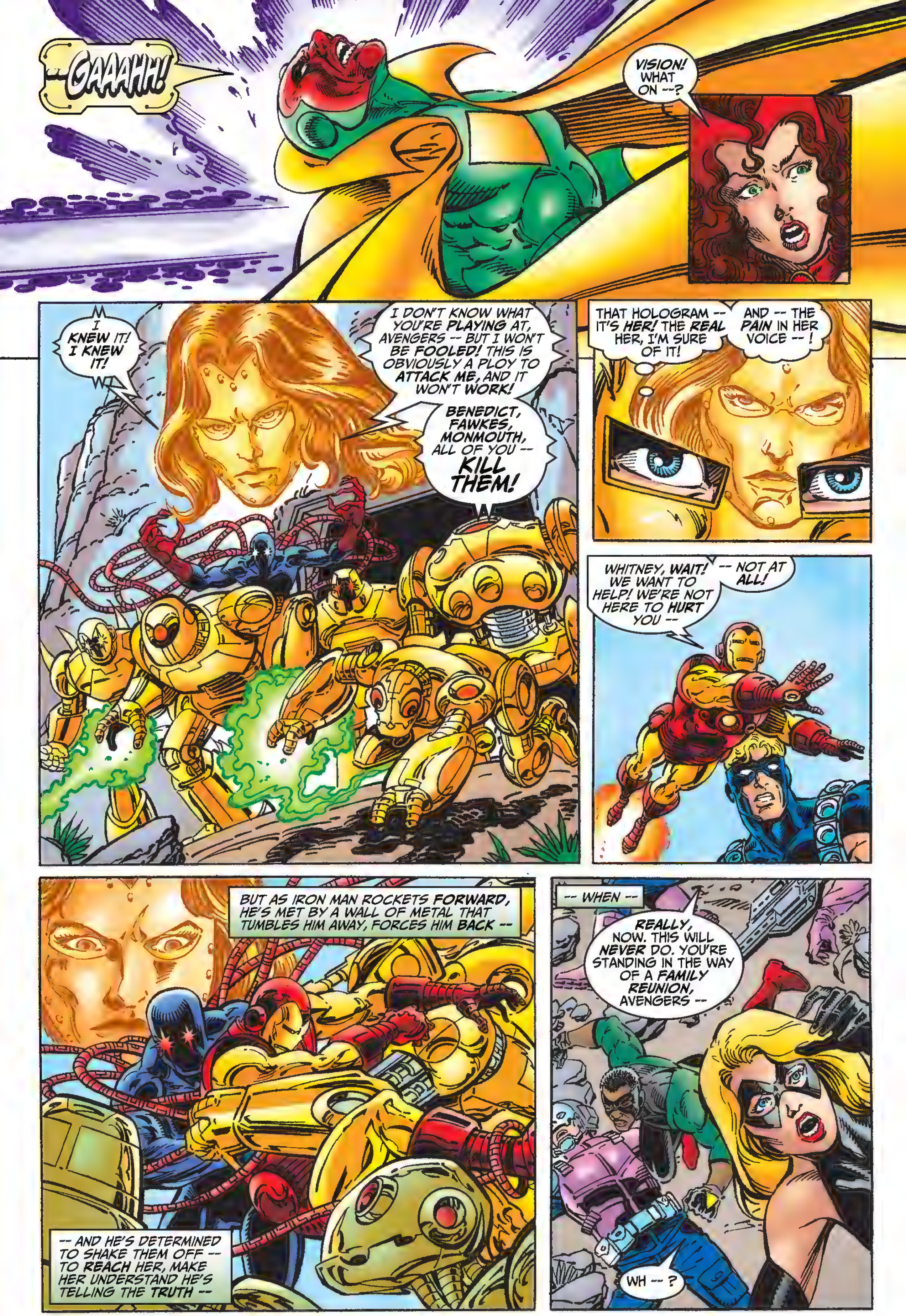

AND IT'S TRUE WHAT THEY SAY. SOMETIMES -- SOMETIMES THEY ARE OUT TO GET YOU.
OUTSIDE...
AWRIGHT, STEELSKULLS -- MOVE OUT, AN' TAKE POSITION FAST!
WE AIN'T GOT ALL DAY!
LISTEN CLOSE, MEN.
THE VEGAS SUB-CAPOS I SHOOK DOWN ONCE I REALIZED THE "MASQUE" I KILLED WAS A FAKE TOLD ME ABOUT THIS PLACE --
-- BUT OUR CLOAKING FIELD WON'T HIDE US FROM HER SPY-EYES FOREVER.
SO FAN OUT -- WE'LL NEED MEN NORTH AND SOUTH OF THE BUTTE, AND ON TOP. I'LL TELL YOU WHERE TO STRIKE TO KILL HER DEFENSES --
-- SOMETHING ELSE MY OLD VEGAS PALS COUGHED UP --
-- BEFORE THEY GOT UP CLOSE AND PERSONAL WITH MY SCYTHE.
SQUAD A, BREAK OUT JETPACKS. I'LL NEED YOU --
-- HUH?!
UP THERE! IT'S --

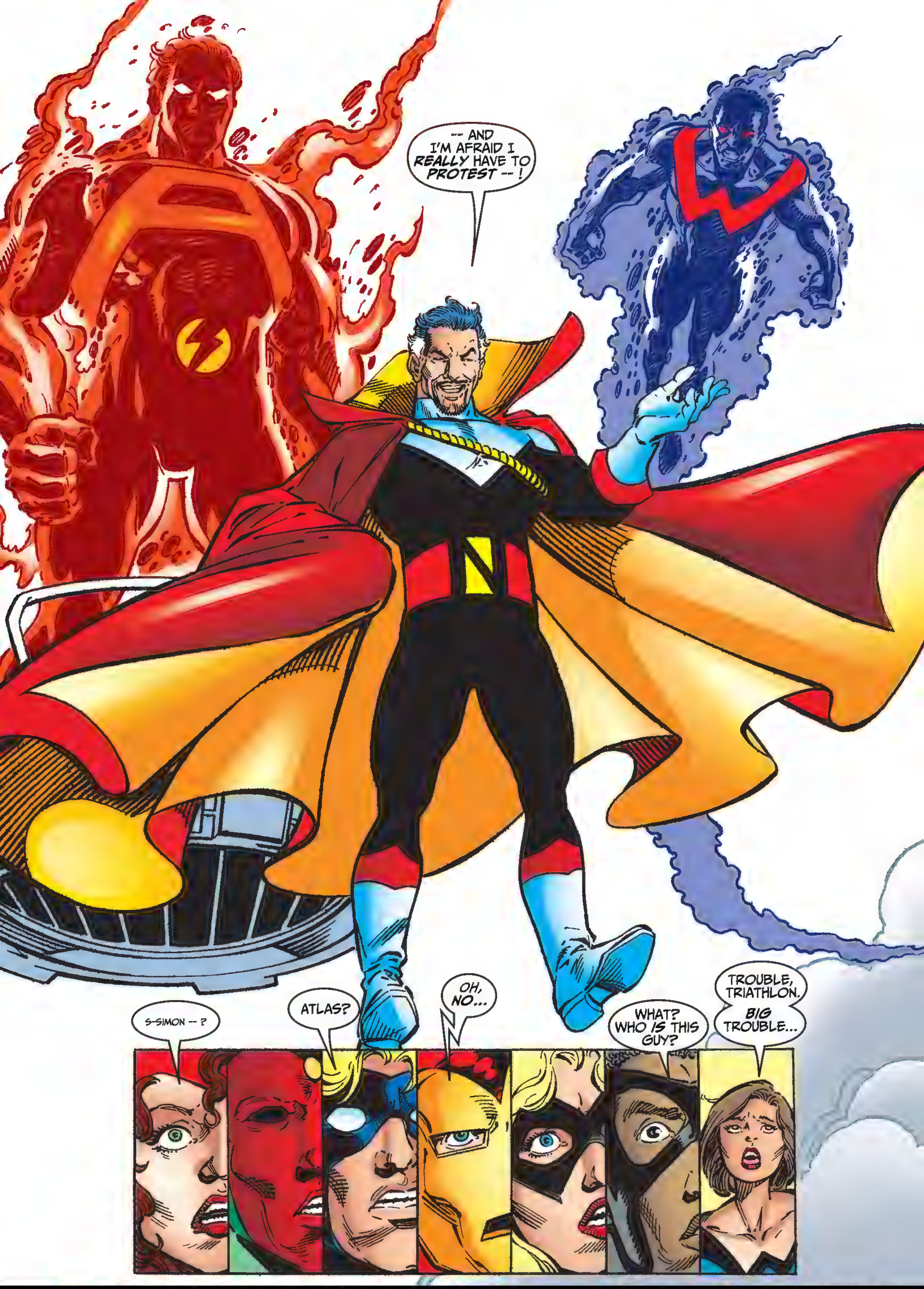

HI.
S.H.I.E.L.D. TRACKED YOU THIS FAR, GRIM REAPER -- BUT THEY FIGURED WE'D BE THE BEST CHOICE TO TAKE YOU DOWN.
I THINK THEY WERE RIGHT... DON'T YOU?
YOU ARE NO MATCH FOR OUR POWER, "BROTHER." SURRENDER IS YOUR WISEST OPTION.
THE --
THE AVENGERS--?
OH, MAN...
IDIOTS!
WHAT KIND OF MISERABLE LOSERS IS THE TASKMASTER PRODUCING THESE DAYS?
YOU'VE BEEN TRAINED FOR THIS, STEELSKULLS! ATTACK!
ATTACK!
AND AFTER A MOMENT'S HESITATION --
FRAKKAKKAKK FRAKKAKK


-- BUT --
FIRST STEP: THROW THE OPPOSING FORCES INTO *DISARRAY*.
CHECK.
VERY... *DIRECT* OF YOU, GOLIATH -- BUT I CANNOT FAULT YOUR *LOGIC*. ALLOW ME TO CONTINUE YOUR STRATEGY OF SOWING CHAOS --
-- BY *DIVESTING* OUR FOES OF SOME OF THEIR WEAPONS!
VERY SNAPPY, GUYS. BUT KEEP IT UP. KEEP IT UP.
WANDA! NEED ANY HELP -- SOMEONE TO *BLOCK* FOR YOU WHILE YOU WHIP UP A *HEX?*
UH!
AHH--!
THANKS, WASP -- BUT I'M *FINE!*
POWER OVER *NATURAL ELEMENTS* -- WIND, EARTH, WATER AND SUCH -- COMES MORE *EASILY* TO ME --
-- IT'S *MAN-MADE* THINGS OR *COMPLEX EFFECTS* THAT I NEED TO WORK UP TO.
THESE OAFS ARE NO TROUBLE -- NOT *HERE!*
KRAK
WAK
WHAT YOU *SAID*, RED!
KLUD
I GUESS EVEN THE *AVENGERS* GET AN EASY ONE EVERY ONCE IN A WHILE, HUH?


THIS IS RIDICULOUS!
PULL YOURSELVES TOGETHER, STEEL-SKULLS! START WORKING AS A SQUAD --
HE'S -- ABSORBING MY REPULSOR BLAST? I KEEP FORGETTING HOW VERSATILE THAT SCYTHE OF HIS IS -- !
-- TAKE OUT THE BIGGEST TARGET, AND WORK YOUR WAY DOWN!
O-OKAY, BOSS!
UHH!
AHH!
THIS ONLY -- STINGS, RIGHT NOW! BUT IF THEY KEEP IT UP --!
DON'T WORRY, GOLIATH! NOW THAT THEY'RE CONCENTRATING THEIR FIRE --
-- I CAN INTERCEPT IT!
INTERCEPT IT, ABSORB IT --
OF COURSE... AS YOU DID IN COSTA VERDE.
I SHOULD HAVE ANTICIPATED IT...
-- AND GIVE IT RIGHT BACK TO THEM!
FRAMM
NICE WORK, WARBIRD!
HANK, SHRINK DOWN -- MAKE YOURSELF A SMALLER TARGET. IT DOESN'T MATTER IF IT TAKES A LITTLE LONGER --
-- THESE GUYS HAVE NOWHERE TO RUN! WE CAN PICK THEM OFF ONE BY ONE --
ZAK
UHH!


-- AND THEN TAKE OUT THE *REAPER!*
ANY RULE AGAINST *ENJOYING* OURSELVES AS WE MOP 'EM UP, COACH?
HAVE A *PARTY,* TRIATHLON.
H-AHH!
NO!
I'VE HELD MY OWN AGAINST YOU FOR *YEARS!* DEFEATED YOU *ALL* -- ON MY OWN! I WON'T BE BEATEN *HERE!*
KRAK
CHUMM
OVERCONFIDENT *FOOLS!*
THAT SPRAY OF ROCKS AND SAND WILL BLIND EVEN *IRON MAN'S* SENSORS FOR A FEW SECONDS --
-- AND THOSE IDIOT STEELSKULLS CAN OCCUPY THE *OTHERS* WHILE I REACH THE SHIP!
I WASN'T READY TO FIGHT *THEM,* NOT TODAY -- BUT NEXT TIME, I'LL --
UHH!
HELLO, "BROTHER".
I LET YOU ESCAPE ONCE, BECAUSE YOU *AIDED* US, AND BECAUSE I FEEL A *KINSHIP* WITH YOU, SINCE MY BRAIN-PATTERNS STEM FROM YOUR FAMILY.
BUT IT WILL NOT HAPPEN AG --


GAAAHH!
VISION! WHAT ON --?
I KNEW IT! I KNEW IT!
I DON'T KNOW WHAT YOU'RE PLAYING AT, AVENGERS -- BUT I WON'T BE FOOLED! THIS IS OBVIOUSLY A PLOY TO ATTACK ME, AND IT WON'T WORK!
BENEDICT, FAWKES, MONMOUTH, ALL OF YOU -- KILL THEM!
THAT HOLOGRAM -- IT'S HER! THE REAL HER, I'M SURE OF IT!
AND -- THE PAIN IN HER VOICE -- !
WHITNEY, WAIT! WE WANT TO HELP! WE'RE NOT HERE TO HURT YOU --
-- NOT AT ALL!
BUT AS IRON MAN ROCKETS FORWARD, HE'S MET BY A WALL OF METAL THAT TUMBLES HIM AWAY, FORCES HIM BACK --
-- AND HE'S DETERMINED TO SHAKE THEM OFF -- TO REACH HER, MAKE HER UNDERSTAND HE'S TELLING THE TRUTH --
-- WHEN --
REALLY, NOW. THIS WILL NEVER DO. YOU'RE STANDING IN THE WAY OF A FAMILY REUNION, AVENGERS --
WH -- ?


-- AND I'M AFRAID I *REALLY* HAVE TO *PROTEST* -- !
S-SIMON -- ?
ATLAS?
OH, NO...
WHAT? WHO *IS* THIS GUY?
TROUBLE, TRIATHLON. *BIG* TROUBLE...

NEXT: FAMILY TURMOIL -- **NEFARIA STYLE!** PLUS, BEFORE THAT: WHERE'D THE BLACK WIDOW GO? FIND OUT IN **THUNDERBOLTS #43!**

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...ONE MORE TIME!
BAGLEY/ADAMS TANYA & RICH

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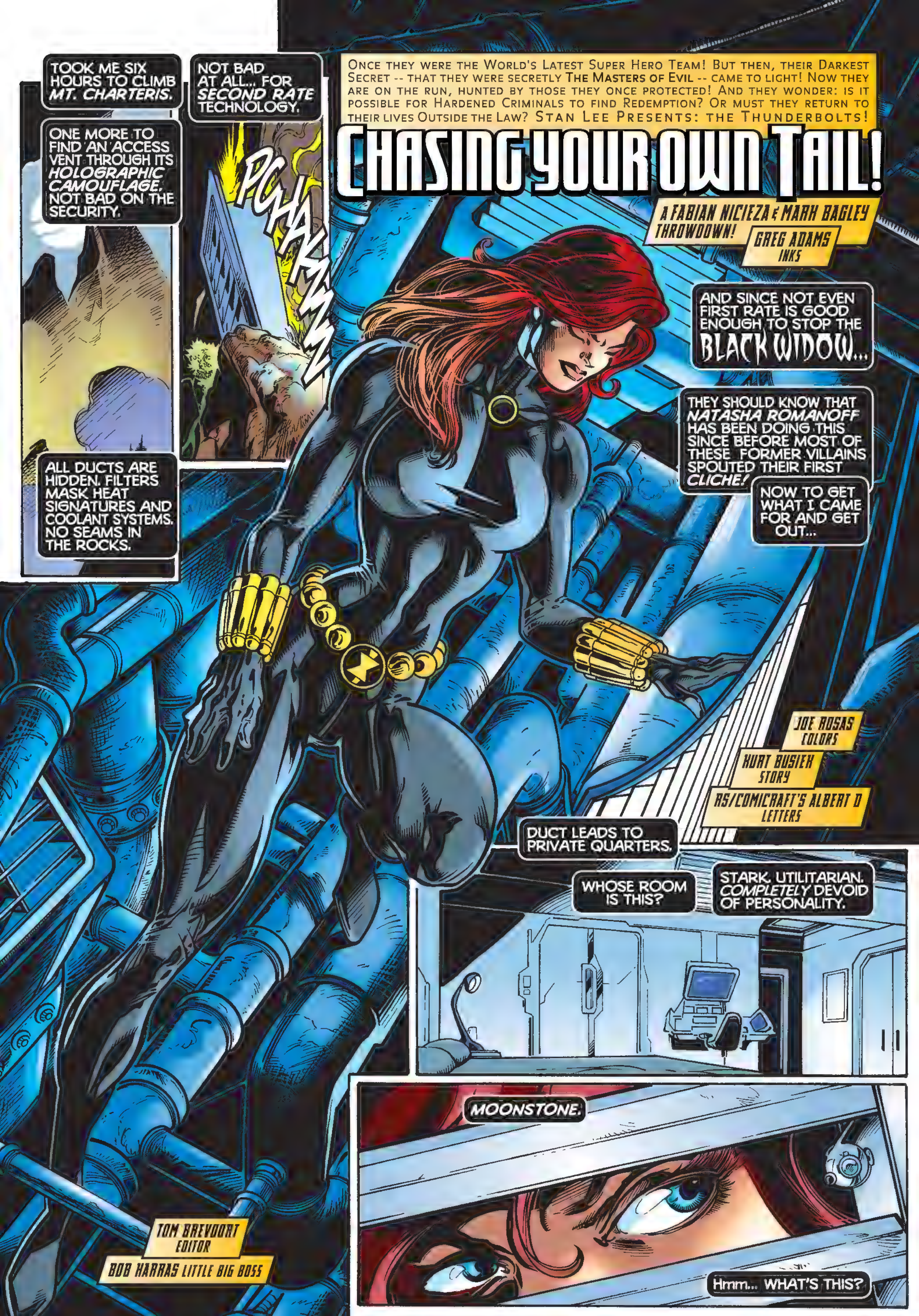
Once they were the World's Latest Super Hero Team! But then, their Darkest Secret -- that they were secretly The Masters of Evil -- came to light! Now they are on the run, hunted by those they once protected! And they wonder: is it possible for Hardened Criminals to find Redemption? Or must they return to their lives Outside the Law? Stan Lee Presents: the Thunderbolts!
CHASING YOUR OWN TAIL!
A FABIAN NICIEZA & MARK BAGLEY THROWDOWN!
GREG ADAMS INKS
TOOK ME SIX HOURS TO CLIMB MT. CHARTERIS.
NOT BAD AT ALL... FOR SECOND RATE TECHNOLOGY.
ONE MORE TO FIND AN ACCESS VENT THROUGH ITS HOLOGRAPHIC CAMOUFLAGE. NOT BAD ON THE SECURITY.
PCHAKKK
ALL DUCTS ARE HIDDEN. FILTERS MASK HEAT SIGNATURES AND COOLANT SYSTEMS. NO SEAMS IN THE ROCKS.
AND SINCE NOT EVEN FIRST RATE IS GOOD ENOUGH TO STOP THE BLACK WIDOW...
THEY SHOULD KNOW THAT NATASHA ROMANOFF HAS BEEN DOING THIS SINCE BEFORE MOST OF THESE FORMER VILLAINS SPOUTED THEIR FIRST CLICHE!
NOW TO GET WHAT I CAME FOR AND GET OUT...
JOE ROSAS COLORS
KURT BUSIEK STORY
RS/COMICRAFT'S ALBERT D LETTERS
DUCT LEADS TO PRIVATE QUARTERS.
WHOSE ROOM IS THIS?
STARK. UTILITARIAN. COMPLETELY DEVOID OF PERSONALITY.
MOONSTONE.
Hmm... WHAT'S THIS?
TOM BREVOORT EDITOR
BOB HARRAS LITTLE BIG BOSS

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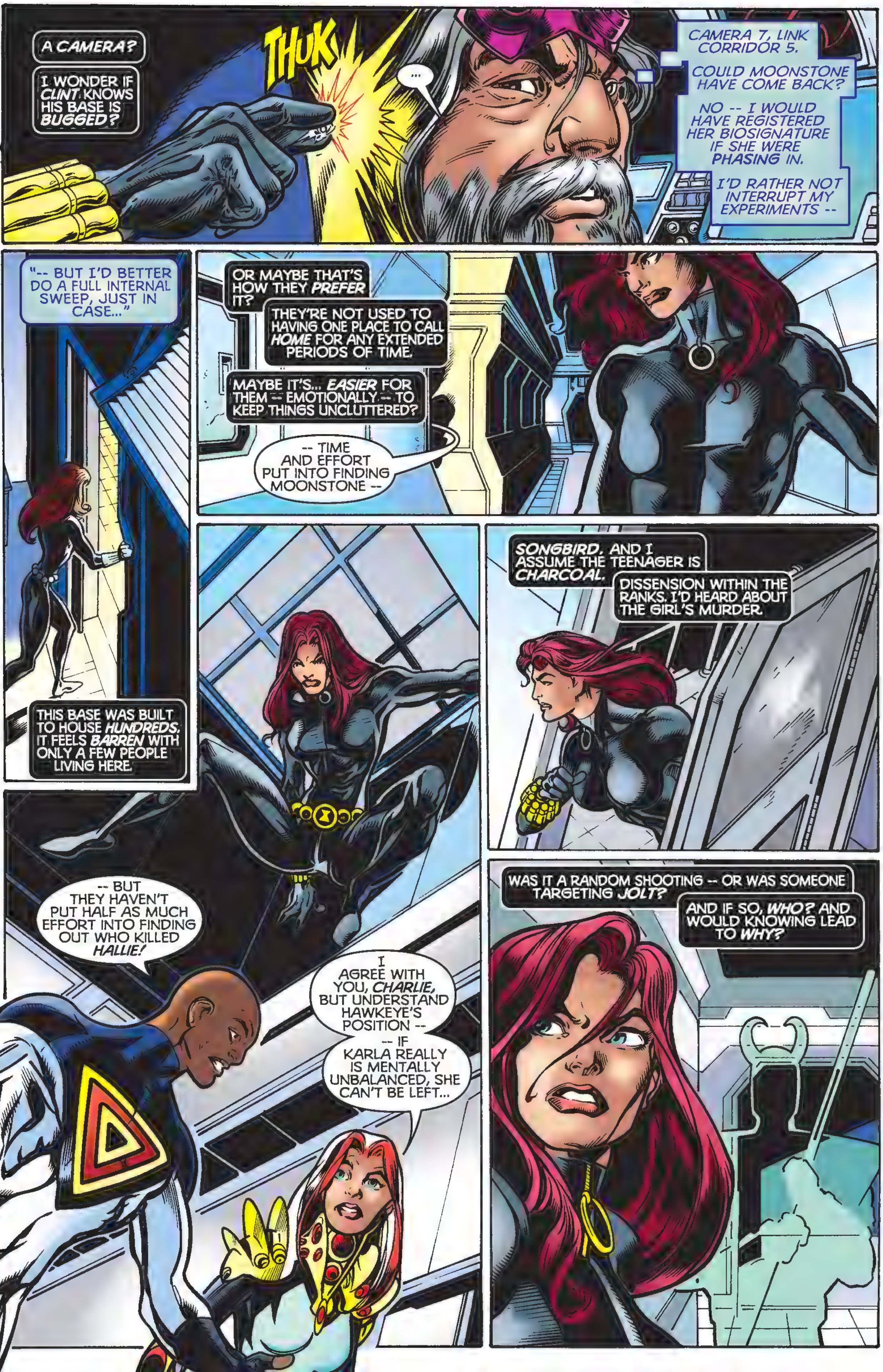
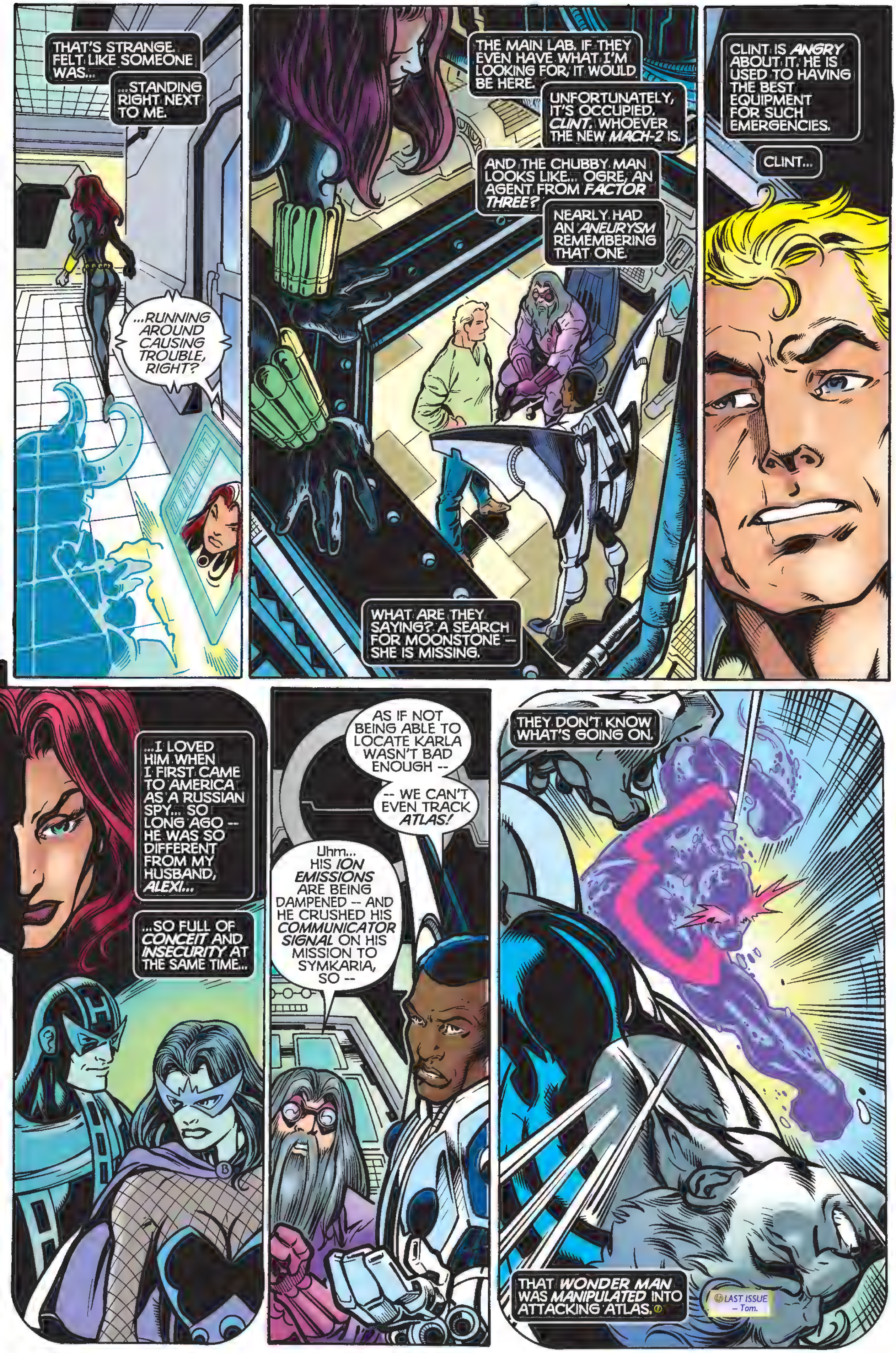
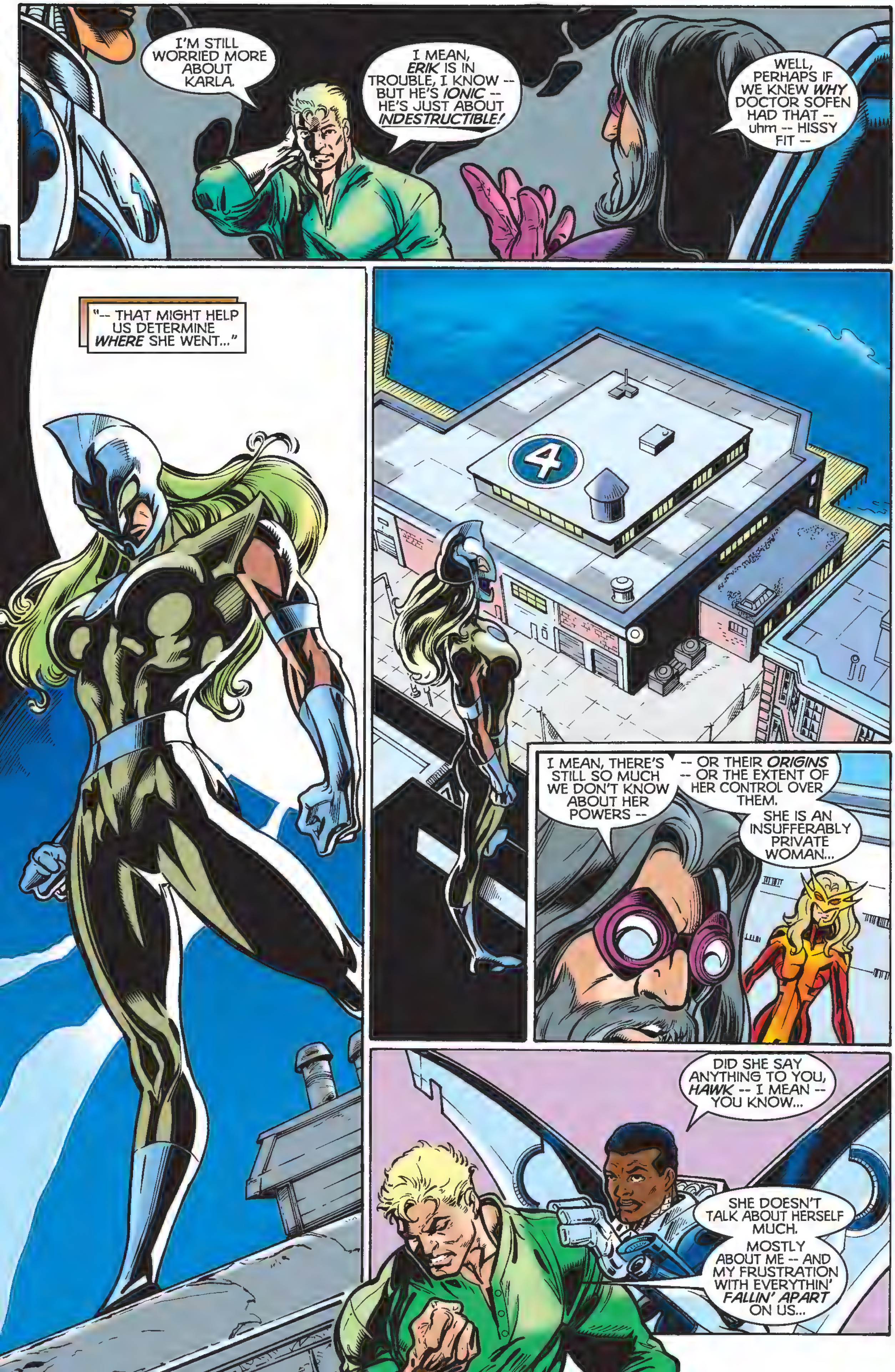
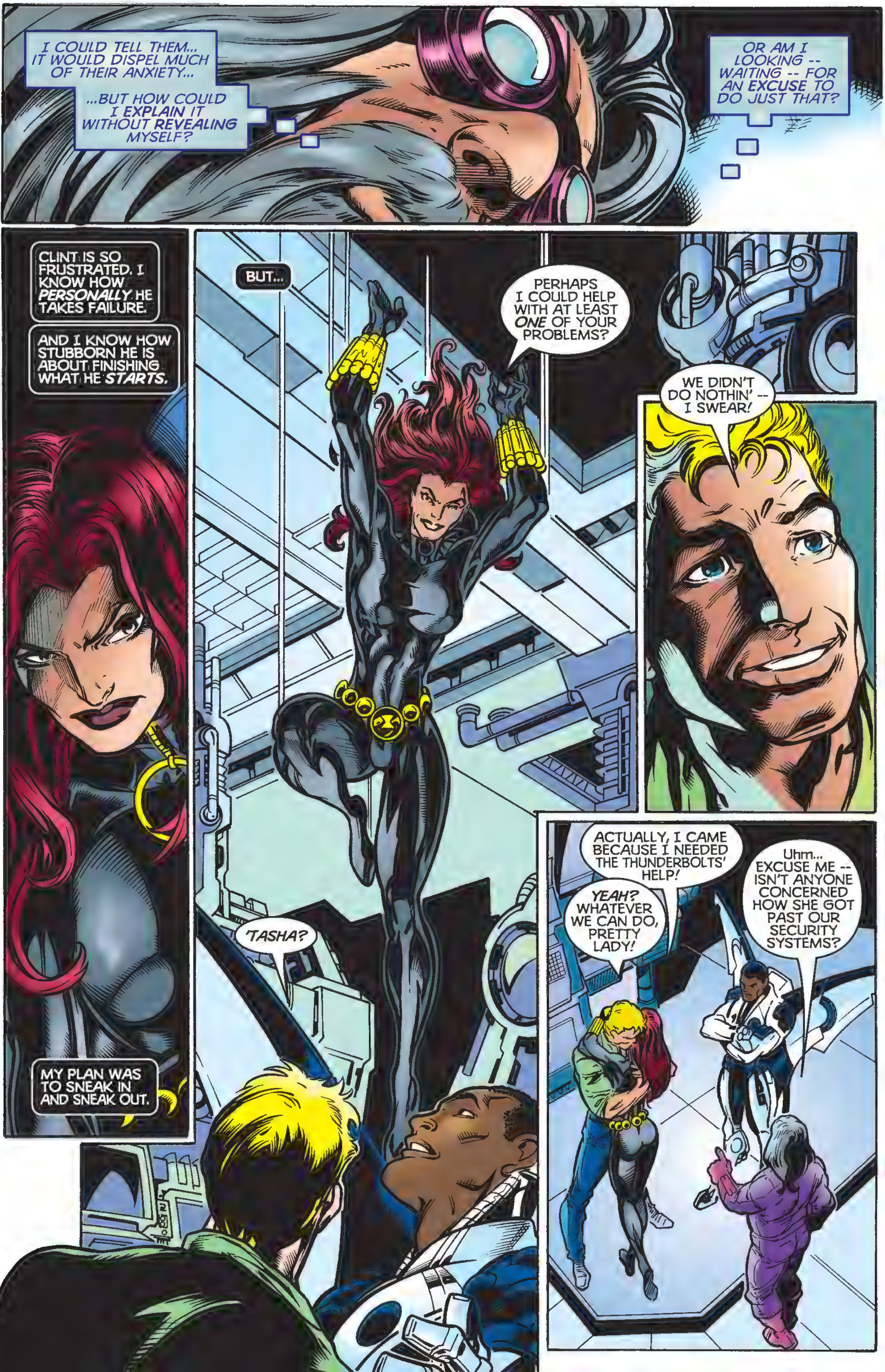
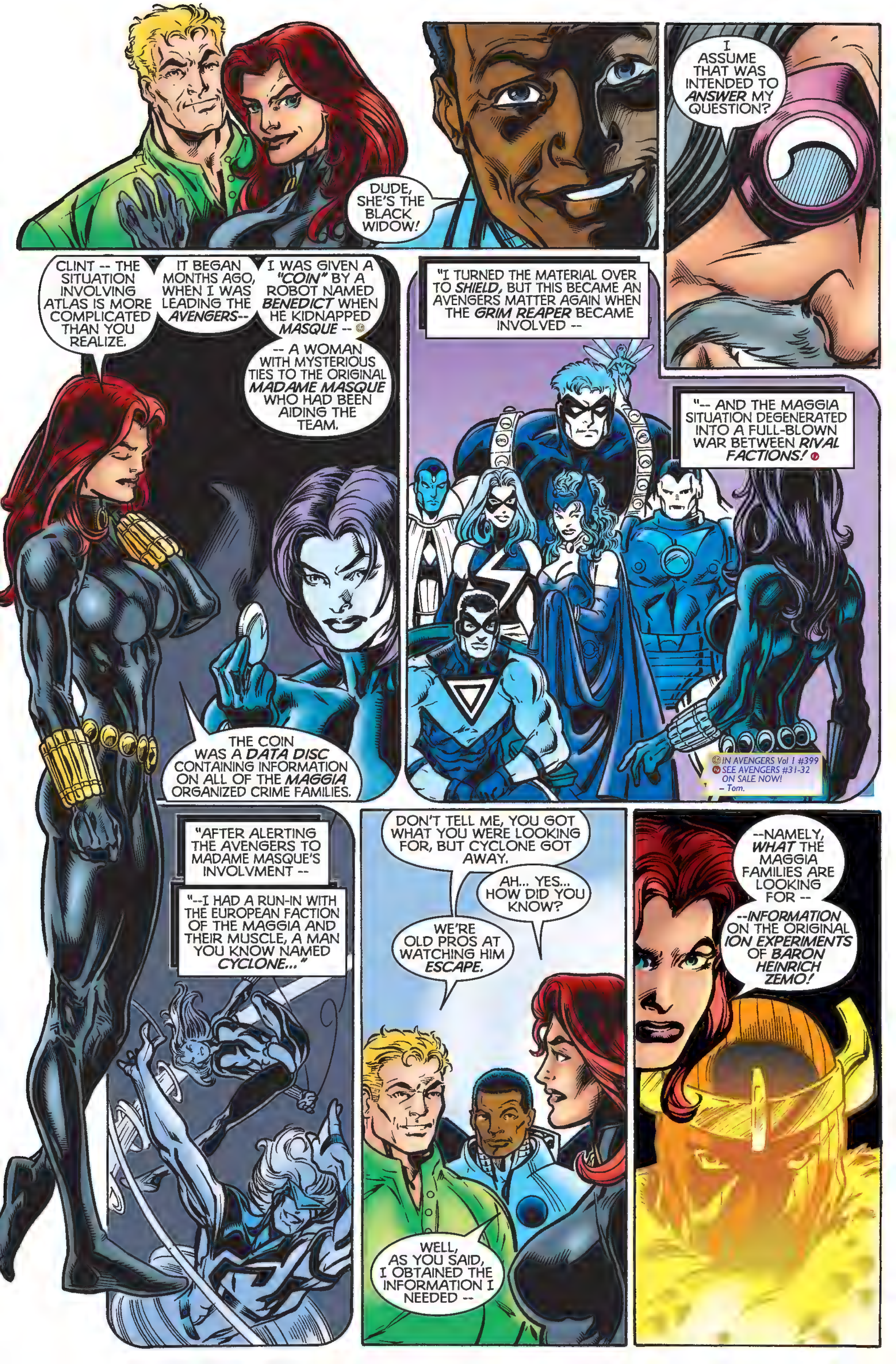
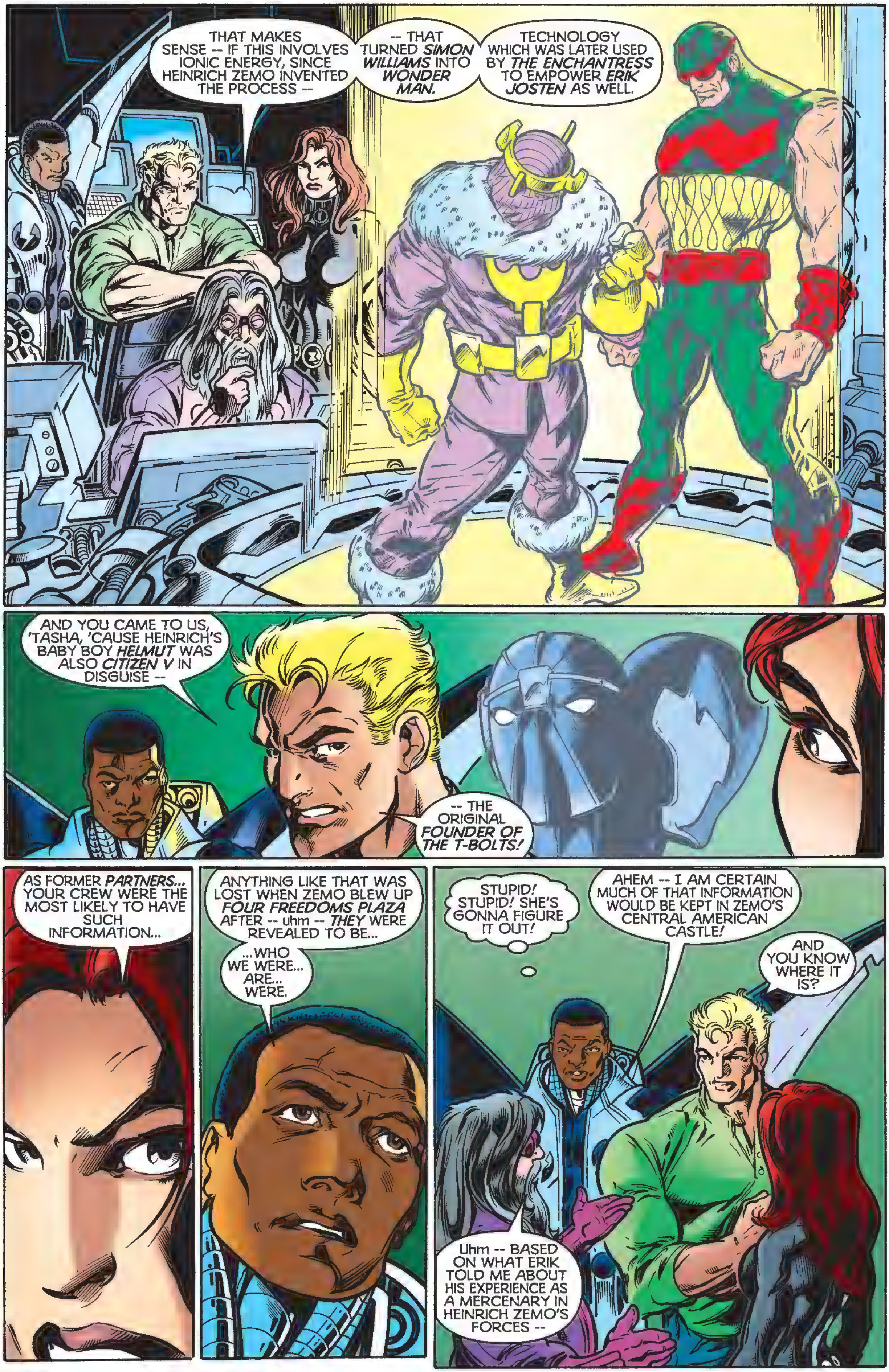

A CAMERA?
I WONDER IF CLINT KNOWS HIS BASE IS BUGGED?
THUK
...
CAMERA 7, LINK CORRIDOR 5.
COULD MOONSTONE HAVE COME BACK?
NO -- I WOULD HAVE REGISTERED HER BIOSIGNATURE IF SHE WERE PHASING IN.
I'D RATHER NOT INTERRUPT MY EXPERIMENTS --
"-- BUT I'D BETTER DO A FULL INTERNAL SWEEP, JUST IN CASE..."
THIS BASE WAS BUILT TO HOUSE HUNDREDS. IT FEELS BARREN WITH ONLY A FEW PEOPLE LIVING HERE.
OR MAYBE THAT'S HOW THEY PREFER IT?
THEY'RE NOT USED TO HAVING ONE PLACE TO CALL HOME FOR ANY EXTENDED PERIODS OF TIME.
MAYBE IT'S... EASIER FOR THEM -- EMOTIONALLY -- TO KEEP THINGS UNCLUTTERED?
-- TIME AND EFFORT PUT INTO FINDING MOONSTONE --
-- BUT THEY HAVEN'T PUT HALF AS MUCH EFFORT INTO FINDING OUT WHO KILLED HALLIE!
SONGBIRD. AND I ASSUME THE TEENAGER IS CHARCOAL.
DISSENSION WITHIN THE RANKS. I'D HEARD ABOUT THE GIRL'S MURDER.
I AGREE WITH YOU, CHARLIE, BUT UNDERSTAND HAWKEYE'S POSITION --
-- IF KARLA REALLY IS MENTALLY UNBALANCED, SHE CAN'T BE LEFT...
WAS IT A RANDOM SHOOTING -- OR WAS SOMEONE TARGETING JOLT?
AND IF SO, WHO? AND WOULD KNOWING LEAD TO WHY?

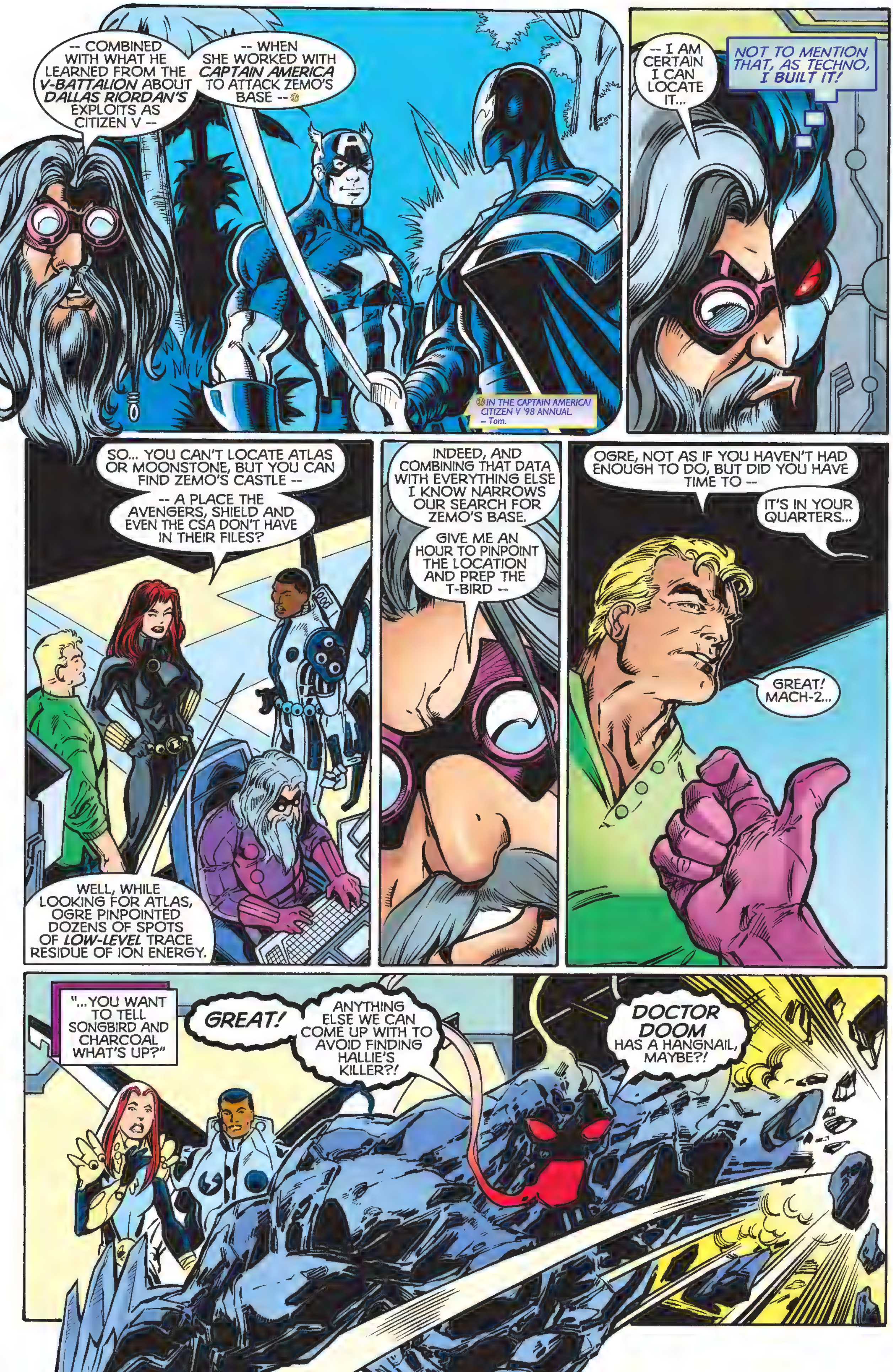

THAT'S STRANGE. FELT LIKE SOMEONE WAS...
...STANDING RIGHT NEXT TO ME.
...RUNNING AROUND CAUSING TROUBLE, RIGHT?
THE MAIN LAB. IF THEY EVEN HAVE WHAT I'M LOOKING FOR, IT WOULD BE HERE.
UNFORTUNATELY, IT'S OCCUPIED. CLINT. WHOEVER THE NEW MACH-2 IS.
AND THE CHUBBY MAN LOOKS LIKE... OGRE, AN AGENT FROM FACTOR THREE?
NEARLY HAD AN ANEURYSM REMEMBERING THAT ONE.
WHAT ARE THEY SAYING? A SEARCH FOR MOONSTONE -- SHE IS MISSING.
CLINT IS ANGRY ABOUT IT. HE IS USED TO HAVING THE BEST EQUIPMENT FOR SUCH EMERGENCIES.
CLINT...
...I LOVED HIM WHEN I FIRST CAME TO AMERICA AS A RUSSIAN SPY... SO LONG AGO -- HE WAS SO DIFFERENT FROM MY HUSBAND, ALEXI...
...SO FULL OF CONCEIT AND INSECURITY AT THE SAME TIME...
AS IF NOT BEING ABLE TO LOCATE KARLA WASN'T BAD ENOUGH --
-- WE CAN'T EVEN TRACK ATLAS!
Uhm... HIS ION EMISSIONS ARE BEING DAMPENED -- AND HE CRUSHED HIS COMMUNICATOR SIGNAL ON HIS MISSION TO SYMKARIA, SO --
THEY DON'T KNOW WHAT'S GOING ON.
THAT WONDER MAN WAS MANIPULATED INTO ATTACKING ATLAS.①
① LAST ISSUE -- Tom.

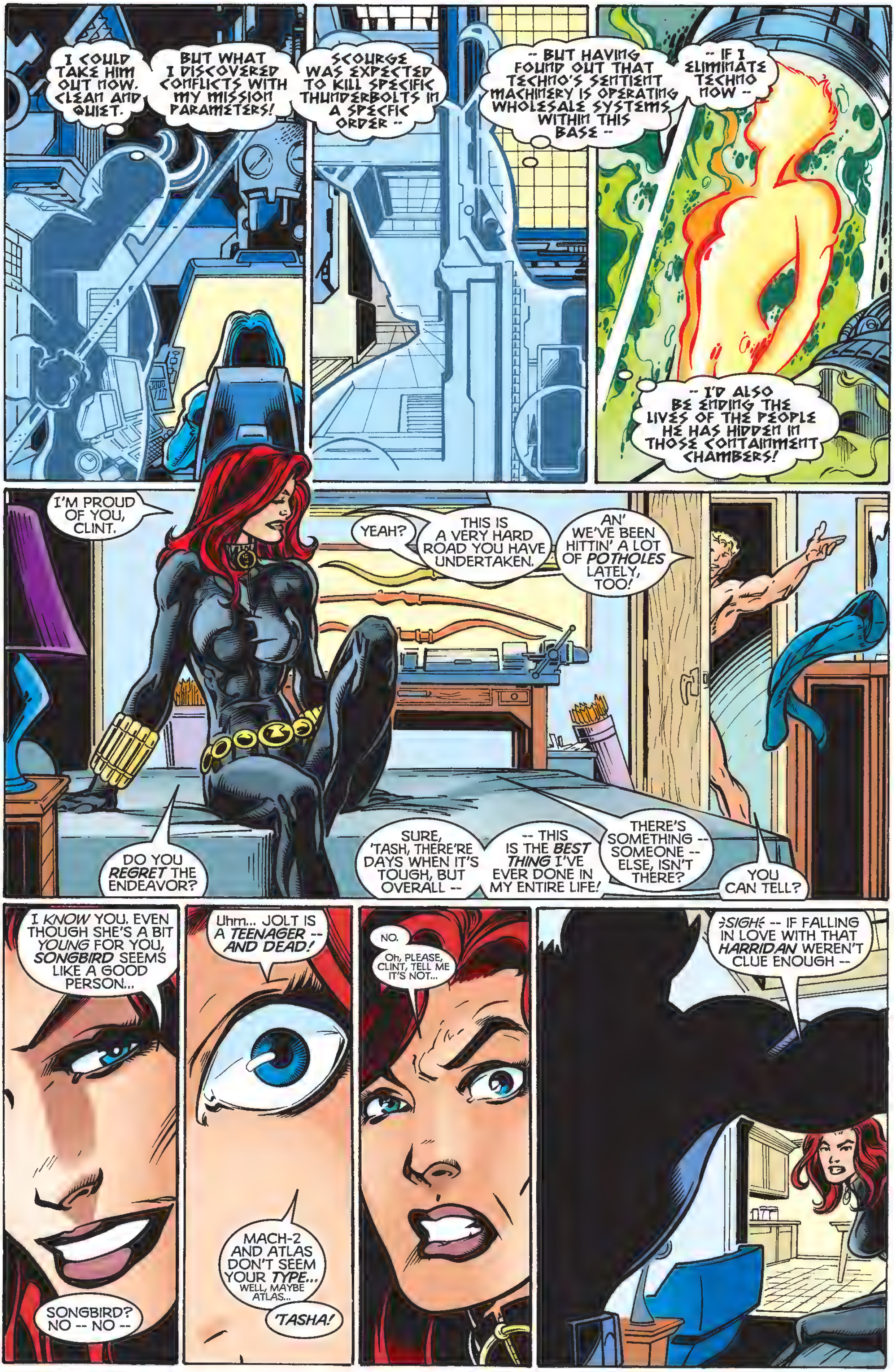

I'M STILL WORRIED MORE ABOUT KARLA.
I MEAN, *ERIK* IS IN TROUBLE, I KNOW -- BUT HE'S *IONIC* -- HE'S JUST ABOUT *INDESTRUCTIBLE!*
WELL, PERHAPS IF WE KNEW *WHY* DOCTOR SOFEN HAD THAT -- uhm -- HISSY FIT --
"-- THAT MIGHT HELP US DETERMINE *WHERE* SHE WENT..."
4
I MEAN, THERE'S STILL SO MUCH WE DON'T KNOW ABOUT HER POWERS --
-- OR THEIR *ORIGINS* -- OR THE EXTENT OF HER CONTROL OVER THEM.
SHE IS AN INSUFFERABLY PRIVATE WOMAN...
DID SHE SAY ANYTHING TO YOU, *HAWK* -- I MEAN -- YOU KNOW...
SHE DOESN'T TALK ABOUT HERSELF MUCH.
MOSTLY ABOUT ME -- AND MY FRUSTRATION WITH EVERYTHIN' *FALLIN' APART* ON US...

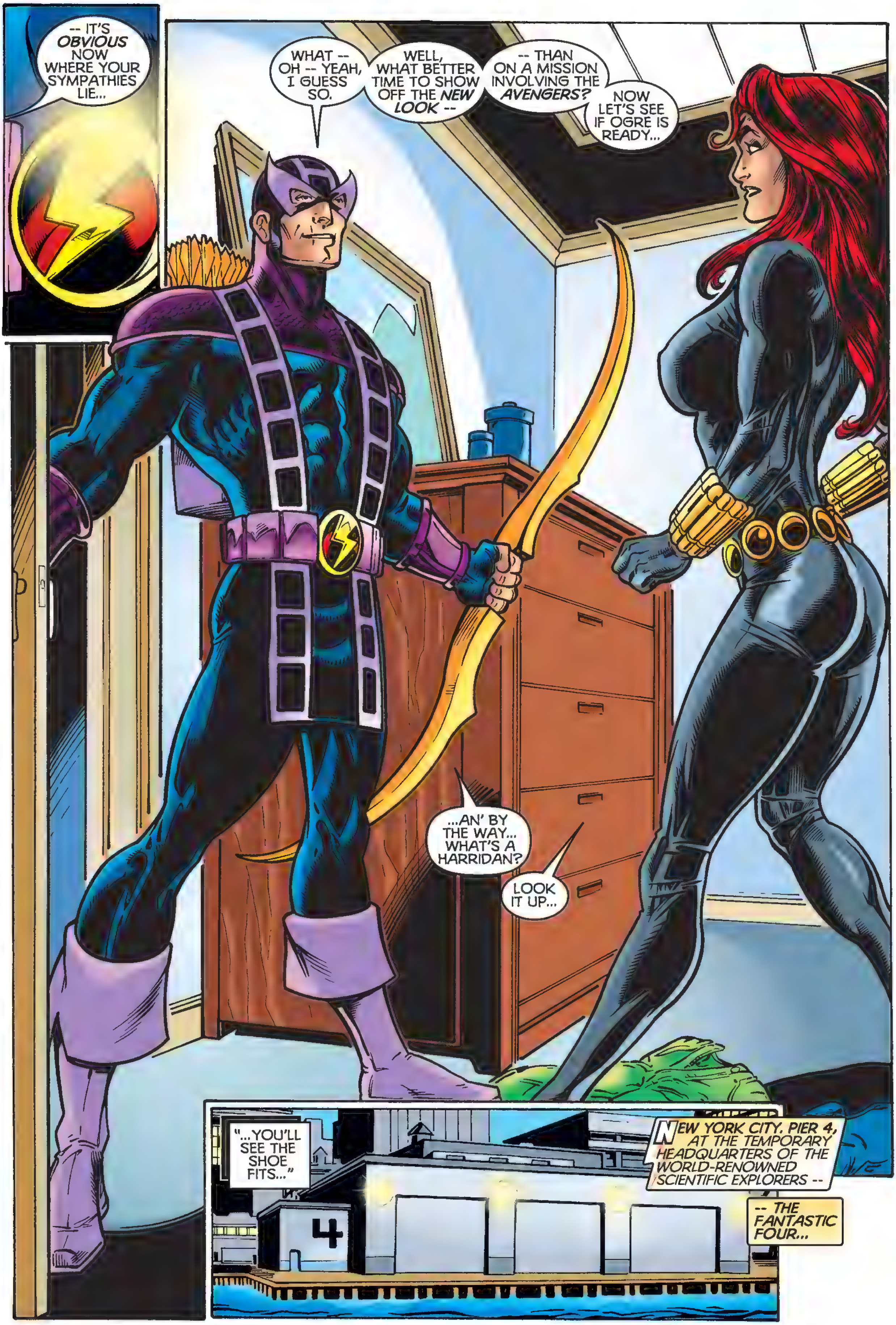

I COULD TELL THEM... IT WOULD DISPEL MUCH OF THEIR ANXIETY...
...BUT HOW COULD I EXPLAIN IT WITHOUT REVEALING MYSELF?
OR AM I LOOKING -- WAITING -- FOR AN EXCUSE TO DO JUST THAT?
CLINT IS SO FRUSTRATED. I KNOW HOW PERSONALLY HE TAKES FAILURE.
AND I KNOW HOW STUBBORN HE IS ABOUT FINISHING WHAT HE STARTS.
MY PLAN WAS TO SNEAK IN AND SNEAK OUT.
BUT...
PERHAPS I COULD HELP WITH AT LEAST ONE OF YOUR PROBLEMS?
'TASHA?
WE DIDN'T DO NOTHIN' -- I SWEAR!
ACTUALLY, I CAME BECAUSE I NEEDED THE THUNDERBOLTS' HELP!
YEAH? WHATEVER WE CAN DO, PRETTY LADY!
Uhm... EXCUSE ME -- ISN'T ANYONE CONCERNED HOW SHE GOT PAST OUR SECURITY SYSTEMS?

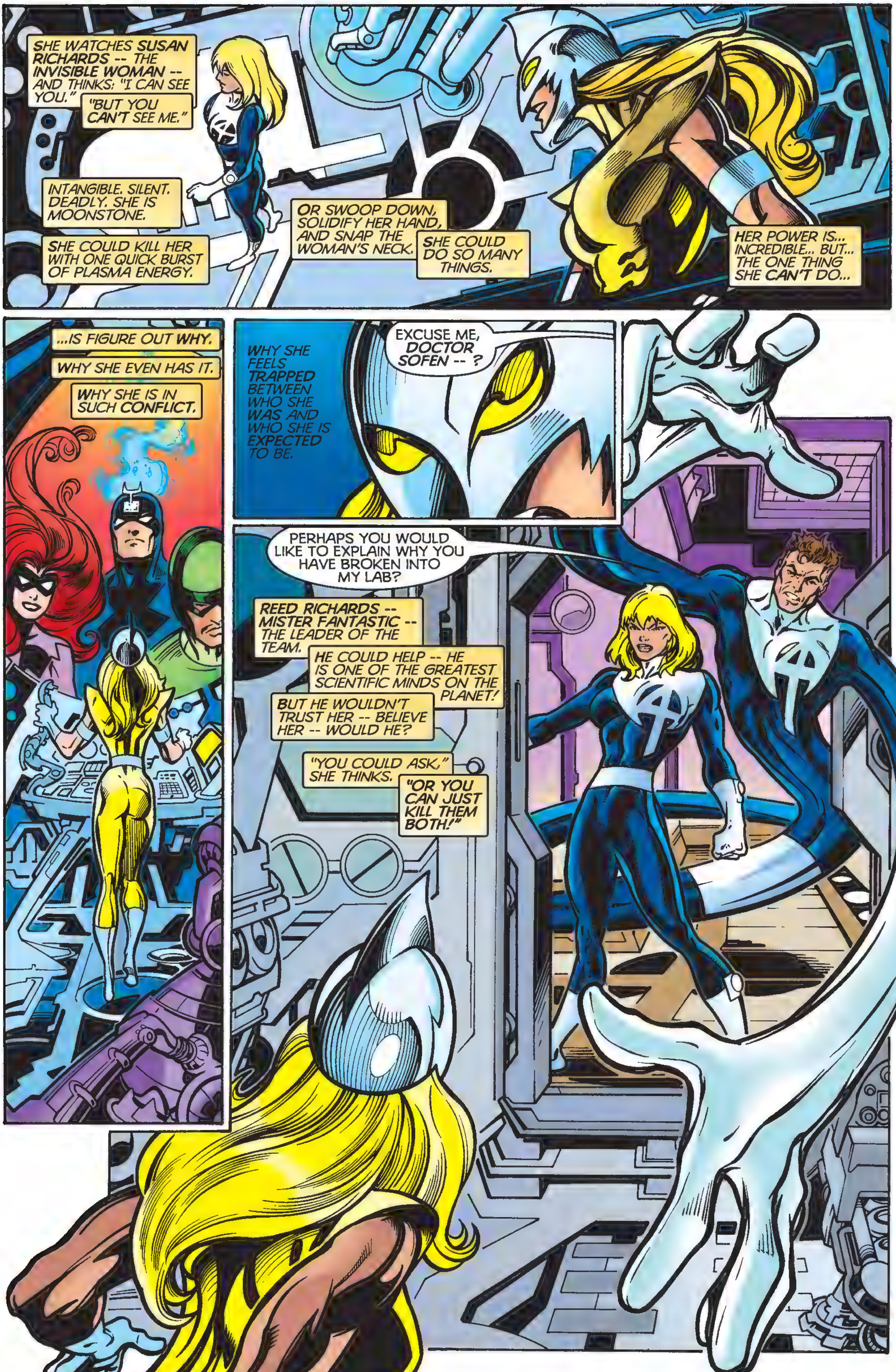

DUDE, SHE'S THE BLACK WIDOW!
I ASSUME THAT WAS INTENDED TO *ANSWER* MY QUESTION?
CLINT -- THE SITUATION INVOLVING ATLAS IS MORE COMPLICATED THAN YOU REALIZE.
IT BEGAN MONTHS AGO, WHEN I WAS LEADING THE *AVENGERS*--
I WAS GIVEN A *"COIN"* BY A ROBOT NAMED *BENEDICT* WHEN HE KIDNAPPED *MASQUE* --
-- A WOMAN WITH MYSTERIOUS TIES TO THE ORIGINAL *MADAME MASQUE* WHO HAD BEEN AIDING THE TEAM.
THE COIN WAS A *DATA DISC* CONTAINING INFORMATION ON ALL OF THE *MAGGIA* ORGANIZED CRIME FAMILIES.
"I TURNED THE MATERIAL OVER TO *SHIELD*, BUT THIS BECAME AN AVENGERS MATTER AGAIN WHEN THE *GRIM REAPER* BECAME INVOLVED --
"-- AND THE MAGGIA SITUATION DEGENERATED INTO A FULL-BLOWN WAR BETWEEN *RIVAL FACTIONS!*
IN AVENGERS Vol 1 #399
SEE AVENGERS #31-32 ON SALE NOW! – Tom.
"AFTER ALERTING THE AVENGERS TO MADAME MASQUE'S INVOLVMENT --
"--I HAD A RUN-IN WITH THE EUROPEAN FACTION OF THE MAGGIA AND THEIR MUSCLE, A MAN YOU KNOW NAMED *CYCLONE...*"
DON'T TELL ME, YOU GOT WHAT YOU WERE LOOKING FOR, BUT CYCLONE GOT AWAY.
AH... YES... HOW DID YOU KNOW?
WE'RE OLD PROS AT WATCHING HIM *ESCAPE.*
WELL, AS YOU SAID, I OBTAINED THE INFORMATION I NEEDED --
--NAMELY, *WHAT* THE MAGGIA FAMILIES ARE LOOKING FOR --
--*INFORMATION* ON THE ORIGINAL *ION EXPERIMENTS* OF *BARON HEINRICH ZEMO!*

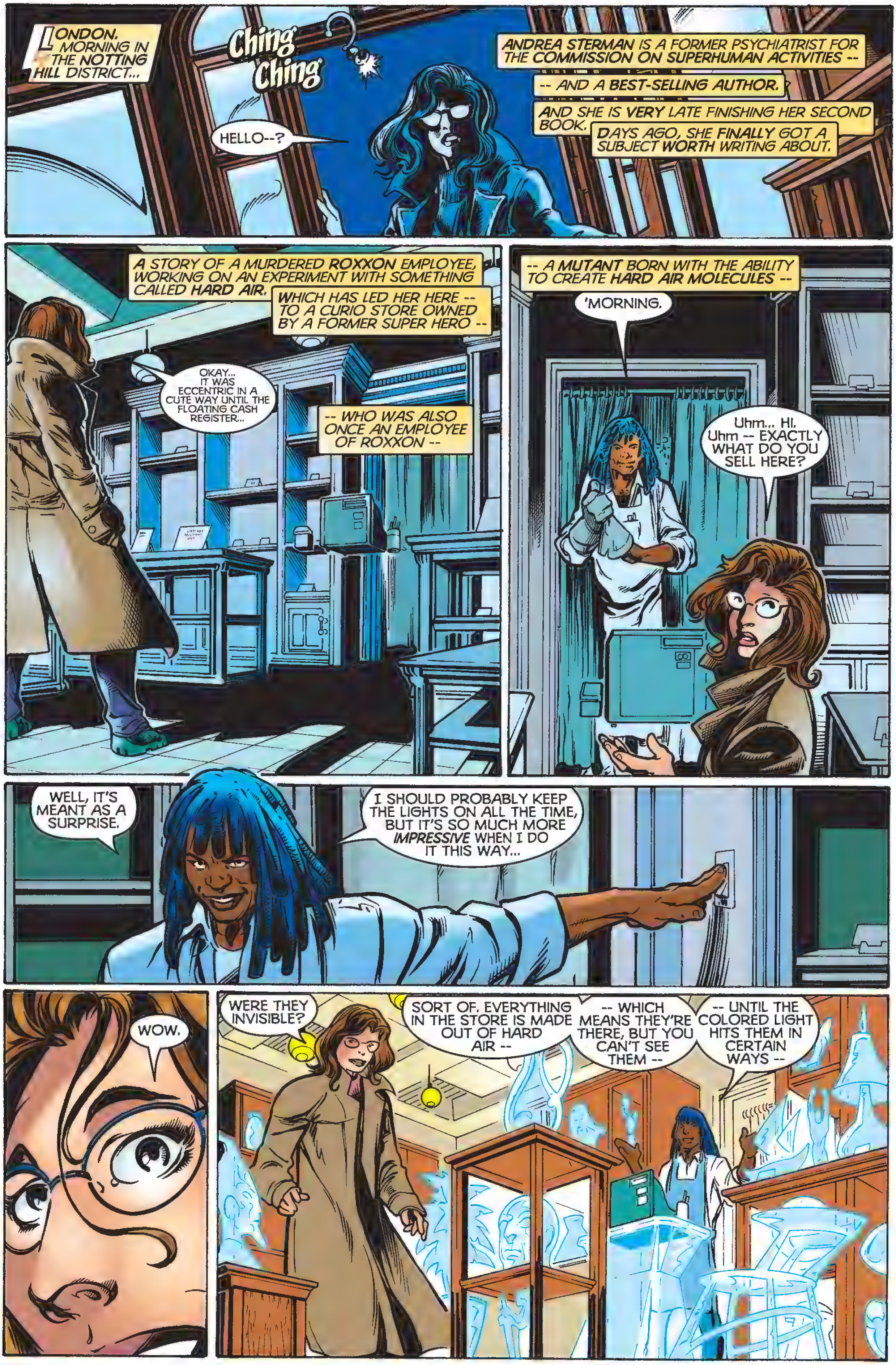

THAT MAKES SENSE -- IF THIS INVOLVES IONIC ENERGY, SINCE HEINRICH ZEMO INVENTED THE PROCESS --
-- THAT TURNED *SIMON WILLIAMS* INTO *WONDER MAN.*
TECHNOLOGY WHICH WAS LATER USED BY *THE ENCHANTRESS* TO EMPOWER *ERIK JOSTEN* AS WELL.
AND YOU CAME TO US, 'TASHA, 'CAUSE HEINRICH'S BABY BOY *HELMUT* WAS ALSO *CITIZEN V* IN DISGUISE --
-- THE ORIGINAL *FOUNDER OF THE T-BOLTS!*
AS FORMER *PARTNERS...* YOUR CREW WERE THE MOST LIKELY TO HAVE SUCH INFORMATION...
ANYTHING LIKE THAT WAS LOST WHEN ZEMO BLEW UP *FOUR FREEDOMS PLAZA* AFTER -- uhm -- *THEY* WERE REVEALED TO BE...
...WHO WE WERE... ARE... WERE.
STUPID! STUPID! SHE'S GONNA FIGURE IT OUT!
AHEM -- I AM CERTAIN MUCH OF THAT INFORMATION WOULD BE KEPT IN ZEMO'S CENTRAL AMERICAN CASTLE!
AND YOU KNOW WHERE IT IS?
Uhm -- BASED ON WHAT ERIK TOLD ME ABOUT HIS EXPERIENCE AS A MERCENARY IN HEINRICH ZEMO'S FORCES --

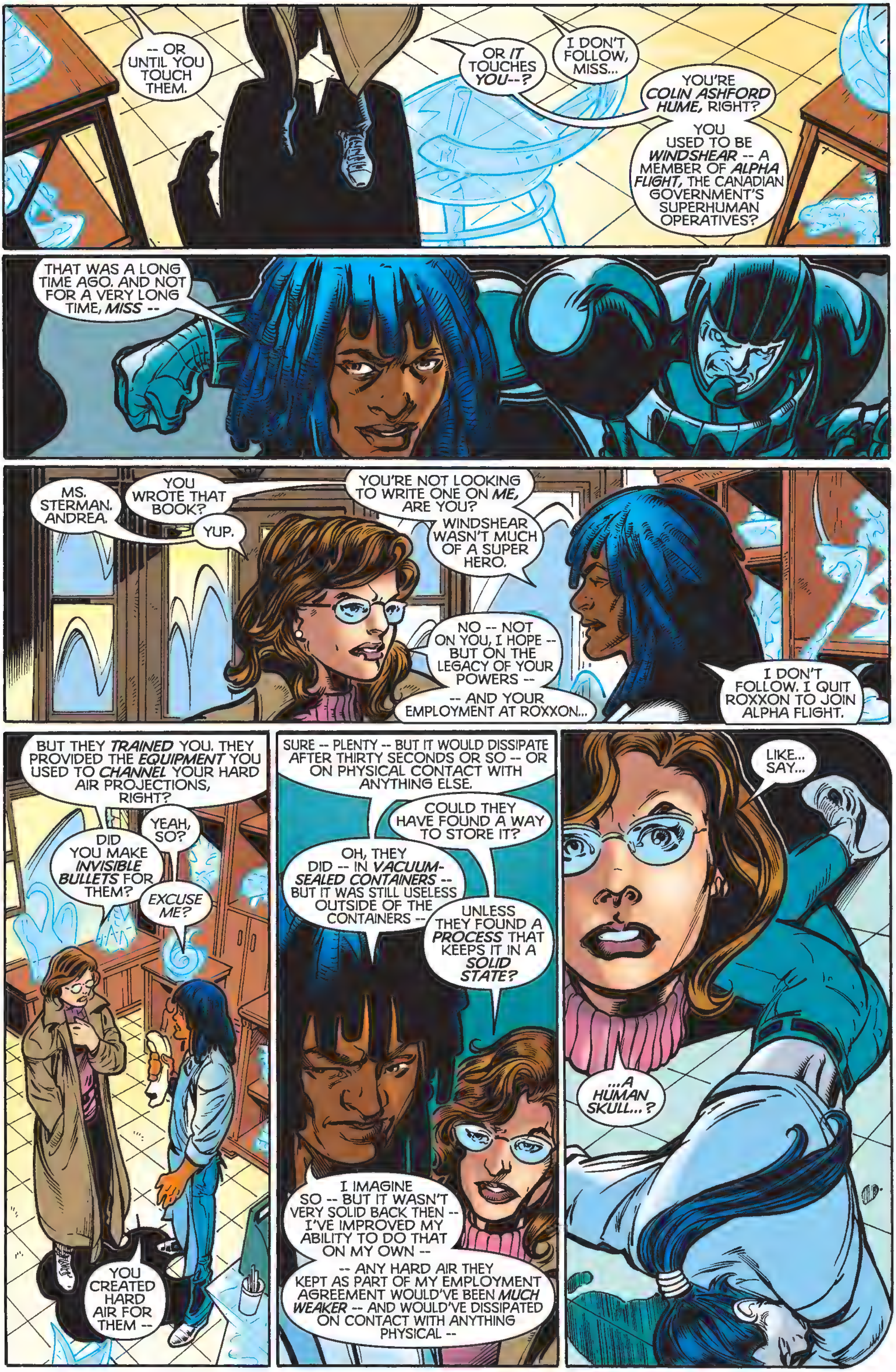

-- COMBINED WITH WHAT HE LEARNED FROM THE *V-BATTALION* ABOUT *DALLAS RIORDAN'S* EXPLOITS AS CITIZEN V --
-- WHEN SHE WORKED WITH *CAPTAIN AMERICA* TO ATTACK ZEMO'S BASE --
IN THE CAPTAIN AMERICA/ CITIZEN V '98 ANNUAL. -- Tom.
-- I AM CERTAIN I CAN LOCATE IT...
NOT TO MENTION THAT, AS TECHNO, I BUILT IT!
SO... YOU CAN'T LOCATE ATLAS OR MOONSTONE, BUT YOU CAN FIND ZEMO'S CASTLE --
-- A PLACE THE AVENGERS, SHIELD AND EVEN THE CSA DON'T HAVE IN THEIR FILES?
WELL, WHILE LOOKING FOR ATLAS, OGRE PINPOINTED DOZENS OF SPOTS OF *LOW-LEVEL* TRACE RESIDUE OF ION ENERGY.
INDEED, AND COMBINING THAT DATA WITH EVERYTHING ELSE I KNOW NARROWS OUR SEARCH FOR ZEMO'S BASE.
GIVE ME AN HOUR TO PINPOINT THE LOCATION AND PREP THE T-BIRD --
OGRE, NOT AS IF YOU HAVEN'T HAD ENOUGH TO DO, BUT DID YOU HAVE TIME TO --
IT'S IN YOUR QUARTERS...
GREAT! MACH-2...
"...YOU WANT TO TELL SONGBIRD AND CHARCOAL WHAT'S UP?"
GREAT!
ANYTHING ELSE WE CAN COME UP WITH TO AVOID FINDING HALLIE'S KILLER?!
DOCTOR DOOM HAS A HANGNAIL, MAYBE?!

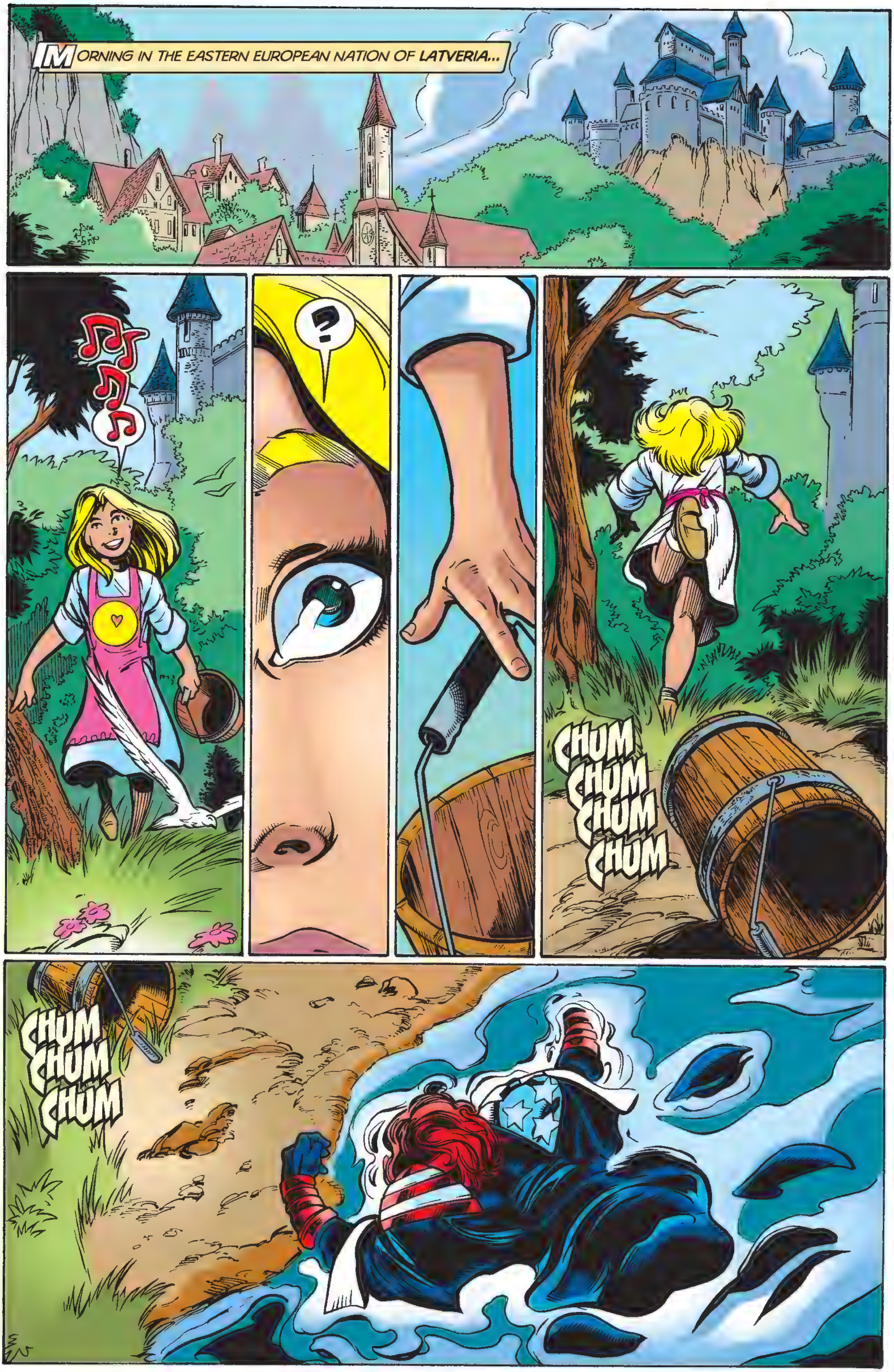

I COULD TAKE HIM OUT NOW. CLEAN AND QUIET.
BUT WHAT I DISCOVERED CONFLICTS WITH MY MISSION PARAMETERS!
SCOURGE WAS EXPECTED TO KILL SPECIFIC THUNDERBOLTS IN A SPECIFIC ORDER --
-- BUT HAVING FOUND OUT THAT TECHNO'S SENTIENT MACHINERY IS OPERATING WHOLESALE SYSTEMS WITHIN THIS BASE --
-- IF I ELIMINATE TECHNO NOW --
-- I'D ALSO BE ENDING THE LIVES OF THE PEOPLE HE HAS HIDDEN IN THOSE CONTAINMENT CHAMBERS!
I'M PROUD OF YOU, CLINT.
YEAH?
THIS IS A VERY HARD ROAD YOU HAVE UNDERTAKEN.
AN' WE'VE BEEN HITTIN' A LOT OF *POTHOLES* LATELY, TOO!
DO YOU *REGRET* THE ENDEAVOR?
SURE, 'TASH, THERE'RE DAYS WHEN IT'S TOUGH, BUT OVERALL --
-- THIS IS THE *BEST THING* I'VE EVER DONE IN MY ENTIRE LIFE!
THERE'S SOMETHING -- SOMEONE -- ELSE, ISN'T THERE?
YOU CAN TELL?
I *KNOW* YOU. EVEN THOUGH SHE'S A BIT *YOUNG* FOR YOU, *SONGBIRD* SEEMS LIKE A GOOD PERSON...
SONGBIRD? NO -- NO --
Uhm... JOLT IS A *TEENAGER* -- *AND DEAD!*
MACH-2 AND ATLAS DON'T SEEM YOUR *TYPE...* WELL, MAYBE ATLAS...
'TASHA!
NO.
Oh, PLEASE, CLINT, TELL ME IT'S NOT...
SIGH -- IF FALLING IN LOVE WITH THAT *HARRIDAN* WEREN'T CLUE ENOUGH --

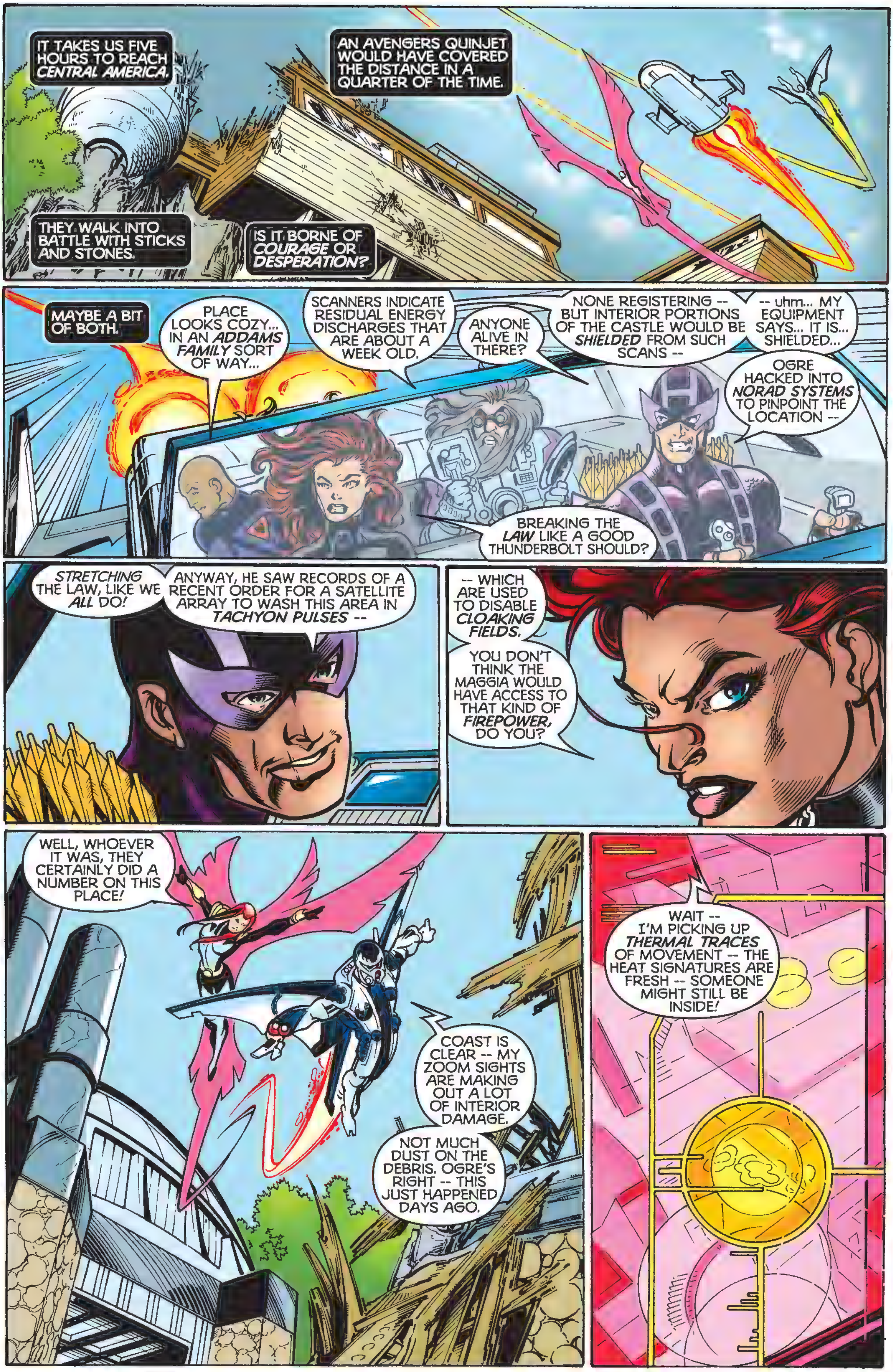

-- IT'S *OBVIOUS* NOW WHERE YOUR SYMPATHIES LIE...
WHAT -- OH -- YEAH, I GUESS SO.
WELL, WHAT BETTER TIME TO SHOW OFF THE *NEW LOOK* --
-- THAN ON A MISSION INVOLVING THE *AVENGERS?*
NOW LET'S SEE IF OGRE IS READY...
...AN' BY THE WAY... WHAT'S A HARRIDAN?
LOOK IT UP...
"...YOU'LL SEE THE SHOE FITS..."
NEW YORK CITY, PIER 4, AT THE TEMPORARY HEADQUARTERS OF THE WORLD-RENOWNED SCIENTIFIC EXPLORERS --
-- THE FANTASTIC FOUR...
4

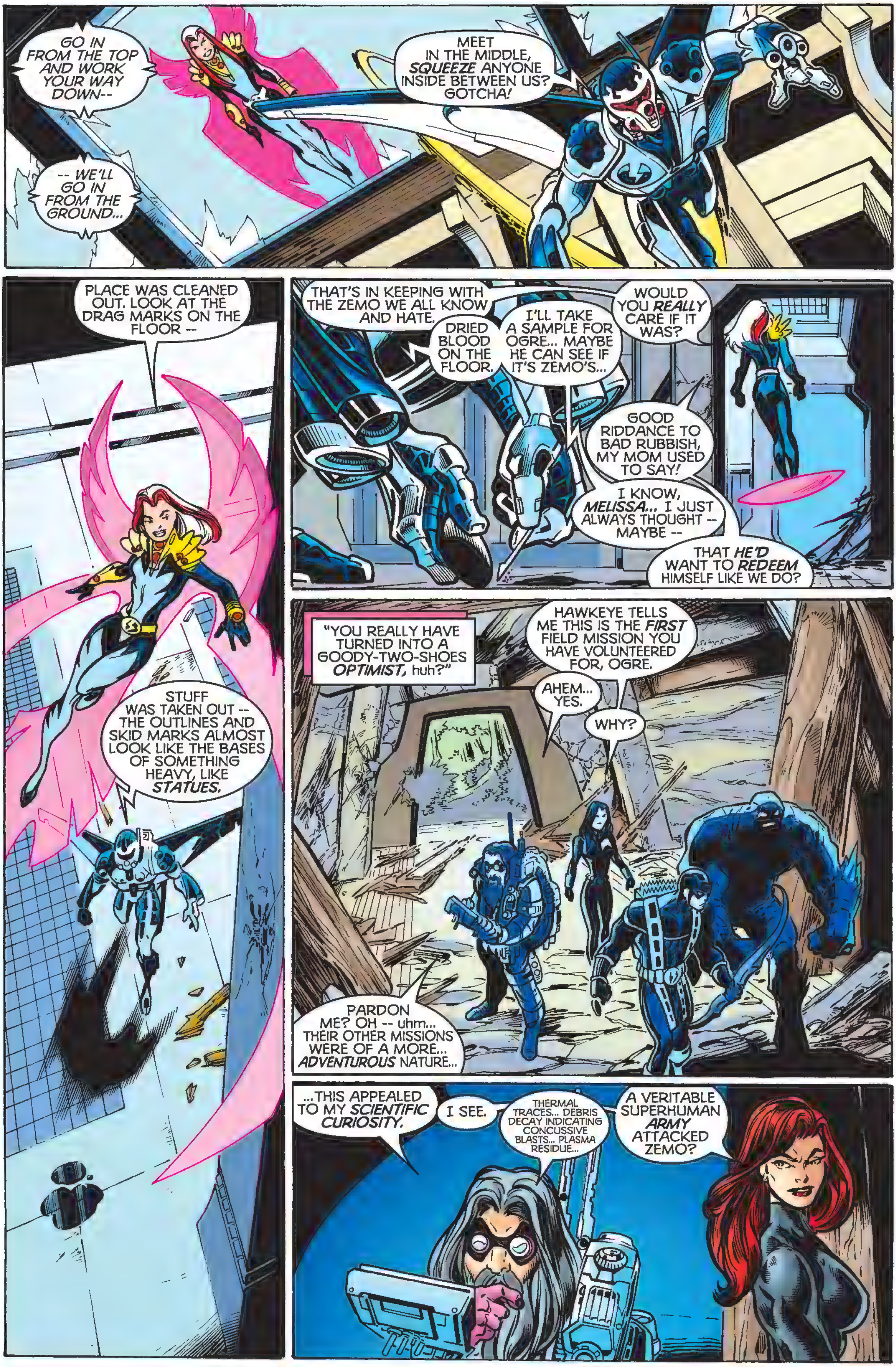

SHE WATCHES SUSAN RICHARDS -- THE INVISIBLE WOMAN -- AND THINKS: "I CAN SEE YOU."
"BUT YOU CAN'T SEE ME."
INTANGIBLE. SILENT. DEADLY. SHE IS MOONSTONE.
SHE COULD KILL HER WITH ONE QUICK BURST OF PLASMA ENERGY.
OR SWOOP DOWN, SOLIDIFY HER HAND, AND SNAP THE WOMAN'S NECK.
SHE COULD DO SO MANY THINGS.
HER POWER IS... INCREDIBLE... BUT... THE ONE THING SHE CAN'T DO...
...IS FIGURE OUT WHY.
WHY SHE EVEN HAS IT.
WHY SHE IS IN SUCH CONFLICT.
WHY SHE FEELS TRAPPED BETWEEN WHO SHE WAS AND WHO SHE IS EXPECTED TO BE.
EXCUSE ME, DOCTOR SOFEN -- ?
PERHAPS YOU WOULD LIKE TO EXPLAIN WHY YOU HAVE BROKEN INTO MY LAB?
REED RICHARDS -- MISTER FANTASTIC -- THE LEADER OF THE TEAM.
HE COULD HELP -- HE IS ONE OF THE GREATEST SCIENTIFIC MINDS ON THE PLANET!
BUT HE WOULDN'T TRUST HER -- BELIEVE HER -- WOULD HE?
"YOU COULD ASK," SHE THINKS.
"OR YOU CAN JUST KILL THEM BOTH!"

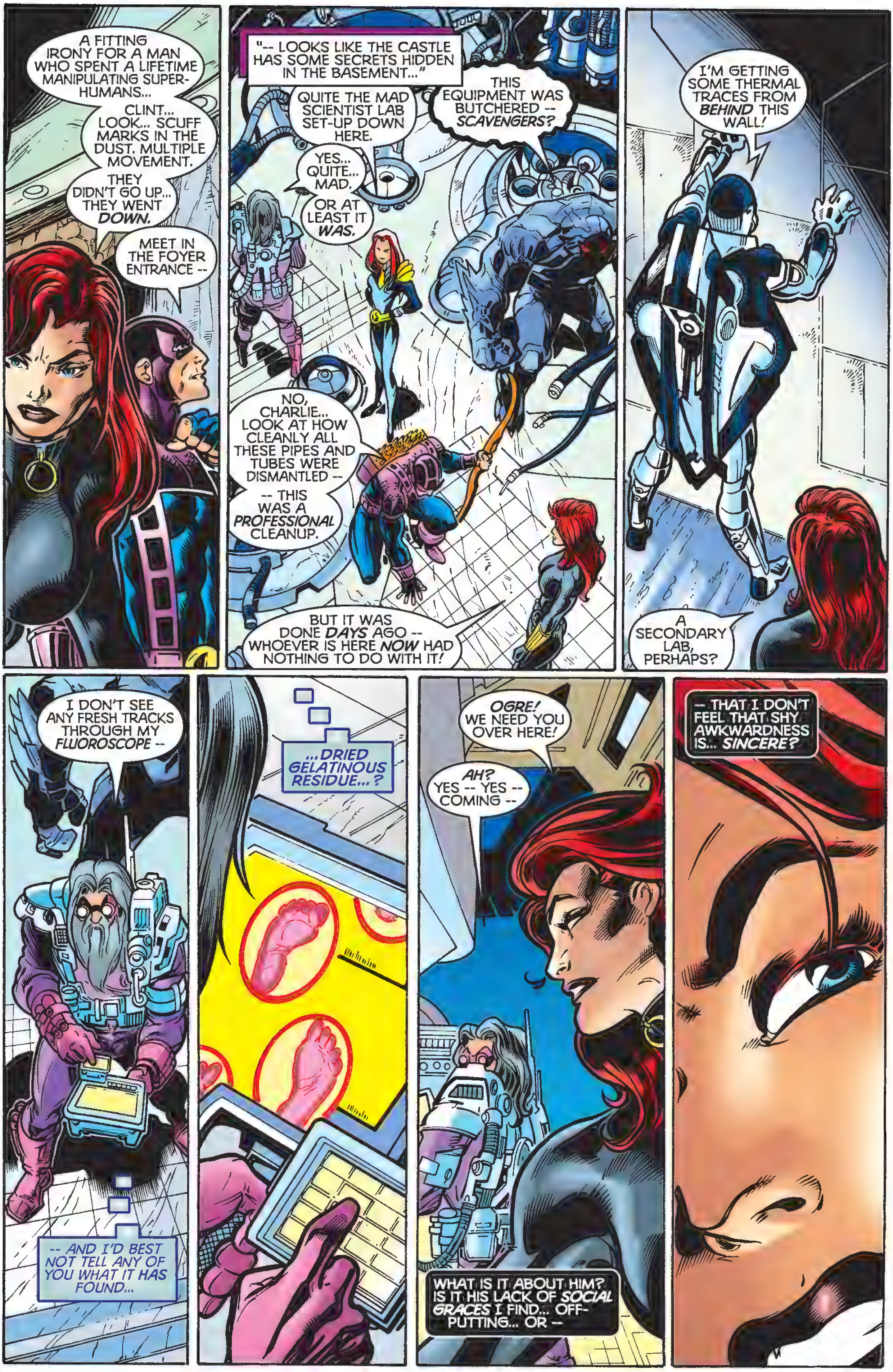

LONDON. MORNING IN THE NOTTING HILL DISTRICT...
Ching Ching
HELLO--?
ANDREA STERMAN IS A FORMER PSYCHIATRIST FOR THE COMMISSION ON SUPERHUMAN ACTIVITIES --
-- AND A BEST-SELLING AUTHOR.
AND SHE IS VERY LATE FINISHING HER SECOND BOOK.
DAYS AGO, SHE FINALLY GOT A SUBJECT WORTH WRITING ABOUT.
A STORY OF A MURDERED ROXXON EMPLOYEE, WORKING ON AN EXPERIMENT WITH SOMETHING CALLED HARD AIR.
WHICH HAS LED HER HERE -- TO A CURIO STORE OWNED BY A FORMER SUPER HERO --
OKAY... IT WAS ECCENTRIC IN A CUTE WAY UNTIL THE FLOATING CASH REGISTER...
-- WHO WAS ALSO ONCE AN EMPLOYEE OF ROXXON --
-- A MUTANT BORN WITH THE ABILITY TO CREATE HARD AIR MOLECULES --
'MORNING.
Uhm... HI. Uhm -- EXACTLY WHAT DO YOU SELL HERE?
WELL, IT'S MEANT AS A SURPRISE.
I SHOULD PROBABLY KEEP THE LIGHTS ON ALL THE TIME, BUT IT'S SO MUCH MORE IMPRESSIVE WHEN I DO IT THIS WAY...
WOW.
WERE THEY INVISIBLE?
SORT OF. EVERYTHING IN THE STORE IS MADE OUT OF HARD AIR --
-- WHICH MEANS THEY'RE THERE, BUT YOU CAN'T SEE THEM --
-- UNTIL THE COLORED LIGHT HITS THEM IN CERTAIN WAYS --

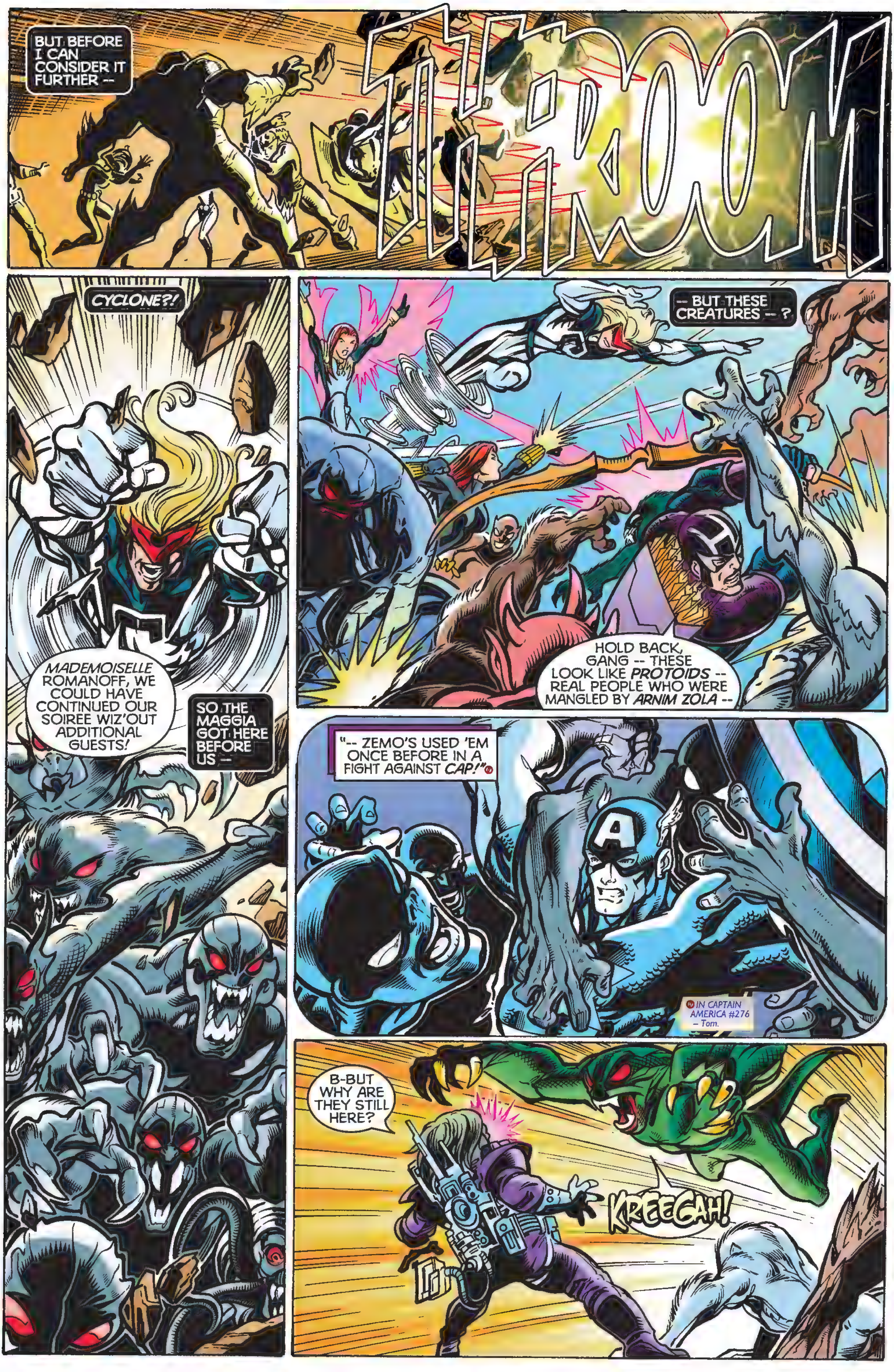

-- OR UNTIL YOU TOUCH THEM.
OR *IT* TOUCHES *YOU*--?
I DON'T FOLLOW, MISS...
YOU'RE ***COLIN ASHFORD HUME,*** RIGHT?
YOU USED TO BE ***WINDSHEAR*** -- A MEMBER OF ***ALPHA FLIGHT,*** THE CANADIAN GOVERNMENT'S SUPERHUMAN OPERATIVES?
THAT WAS A LONG TIME AGO. AND NOT FOR A VERY LONG TIME, ***MISS*** --
MS. STERMAN. ANDREA.
YOU WROTE THAT BOOK?
YUP.
YOU'RE NOT LOOKING TO WRITE ONE ON ***ME,*** ARE YOU?
WINDSHEAR WASN'T MUCH OF A SUPER HERO.
NO -- NOT ON YOU, I HOPE -- BUT ON THE LEGACY OF YOUR POWERS --
-- AND YOUR EMPLOYMENT AT ROXXON...
I DON'T FOLLOW. I QUIT ROXXON TO JOIN ALPHA FLIGHT.
BUT THEY ***TRAINED*** YOU. THEY PROVIDED THE ***EQUIPMENT*** YOU USED TO ***CHANNEL*** YOUR HARD AIR PROJECTIONS, RIGHT?
YEAH, SO?
DID YOU MAKE ***INVISIBLE BULLETS*** FOR THEM?
EXCUSE ME?
YOU CREATED HARD AIR FOR THEM --
SURE -- PLENTY -- BUT IT WOULD DISSIPATE AFTER THIRTY SECONDS OR SO -- OR ON PHYSICAL CONTACT WITH ANYTHING ELSE.
COULD THEY HAVE FOUND A WAY TO STORE IT?
OH, THEY DID -- IN ***VACUUM-SEALED CONTAINERS*** -- BUT IT WAS STILL USELESS OUTSIDE OF THE CONTAINERS --
UNLESS THEY FOUND A ***PROCESS*** THAT KEEPS IT IN A ***SOLID STATE?***
I IMAGINE SO -- BUT IT WASN'T VERY SOLID BACK THEN -- I'VE IMPROVED MY ABILITY TO DO THAT ON MY OWN --
-- ANY HARD AIR THEY KEPT AS PART OF MY EMPLOYMENT AGREEMENT WOULD'VE BEEN ***MUCH WEAKER*** -- AND WOULD'VE DISSIPATED ON CONTACT WITH ANYTHING PHYSICAL --
LIKE... SAY...
...A HUMAN SKULL...?

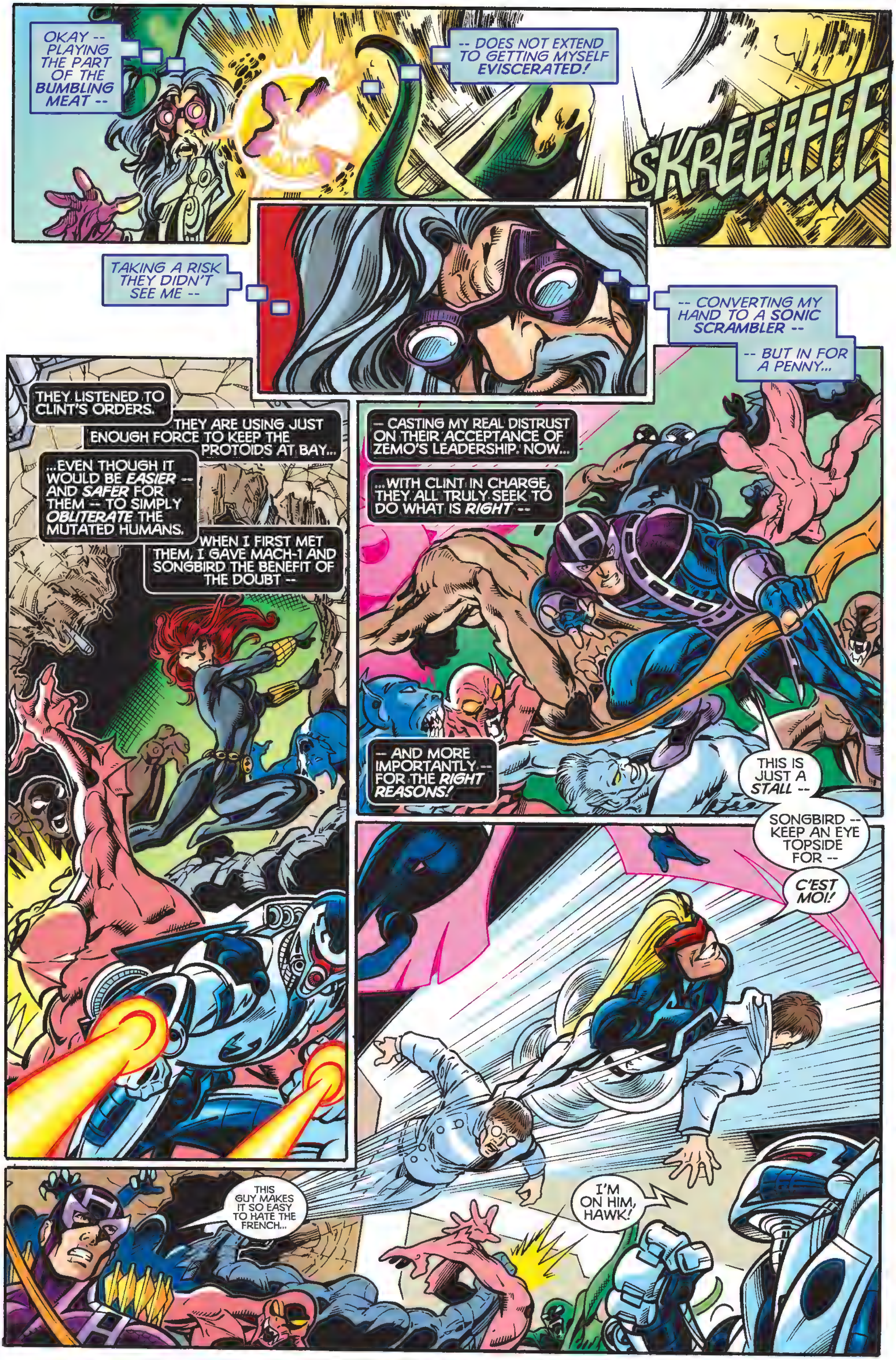

MORNING IN THE EASTERN EUROPEAN NATION OF LATVERIA...
?
CHUM CHUM CHUM CHUM
CHUM CHUM CHUM

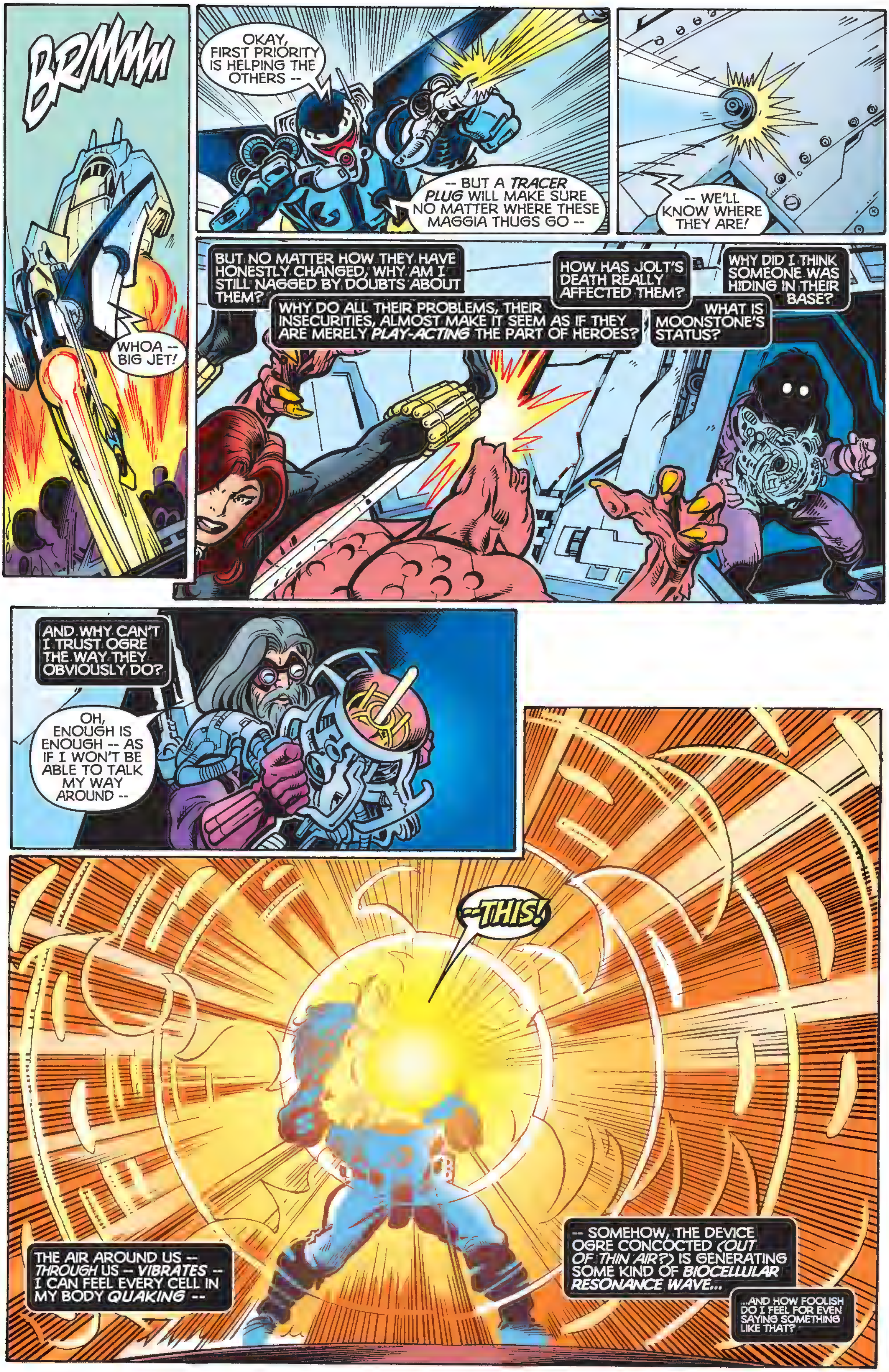

IT TAKES US FIVE HOURS TO REACH *CENTRAL AMERICA.*
AN AVENGERS QUINJET WOULD HAVE COVERED THE DISTANCE IN A QUARTER OF THE TIME.
THEY WALK INTO BATTLE WITH STICKS AND STONES.
IS IT BORNE OF *COURAGE* OR *DESPERATION?*
MAYBE A BIT OF BOTH.
PLACE LOOKS COZY... IN AN *ADDAMS FAMILY* SORT OF WAY...
SCANNERS INDICATE RESIDUAL ENERGY DISCHARGES THAT ARE ABOUT A WEEK OLD.
ANYONE ALIVE IN THERE?
NONE REGISTERING -- BUT INTERIOR PORTIONS OF THE CASTLE WOULD BE *SHIELDED* FROM SUCH SCANS --
-- uhm... MY EQUIPMENT SAYS... IT IS... SHIELDED...
OGRE HACKED INTO *NORAD SYSTEMS* TO PINPOINT THE LOCATION --
BREAKING THE *LAW* LIKE A GOOD THUNDERBOLT SHOULD?
STRETCHING THE LAW, LIKE WE *ALL* DO!
ANYWAY, HE SAW RECORDS OF A RECENT ORDER FOR A SATELLITE ARRAY TO WASH THIS AREA IN *TACHYON PULSES* --
-- WHICH ARE USED TO DISABLE *CLOAKING FIELDS.*
YOU DON'T THINK THE MAGGIA WOULD HAVE ACCESS TO THAT KIND OF *FIREPOWER,* DO YOU?
WELL, WHOEVER IT WAS, THEY CERTAINLY DID A NUMBER ON THIS PLACE!
COAST IS CLEAR -- MY ZOOM SIGHTS ARE MAKING OUT A LOT OF INTERIOR DAMAGE.
NOT MUCH DUST ON THE DEBRIS. OGRE'S RIGHT -- THIS JUST HAPPENED DAYS AGO.
WAIT -- I'M PICKING UP *THERMAL TRACES* OF MOVEMENT -- THE HEAT SIGNATURES ARE FRESH -- SOMEONE MIGHT STILL BE INSIDE!

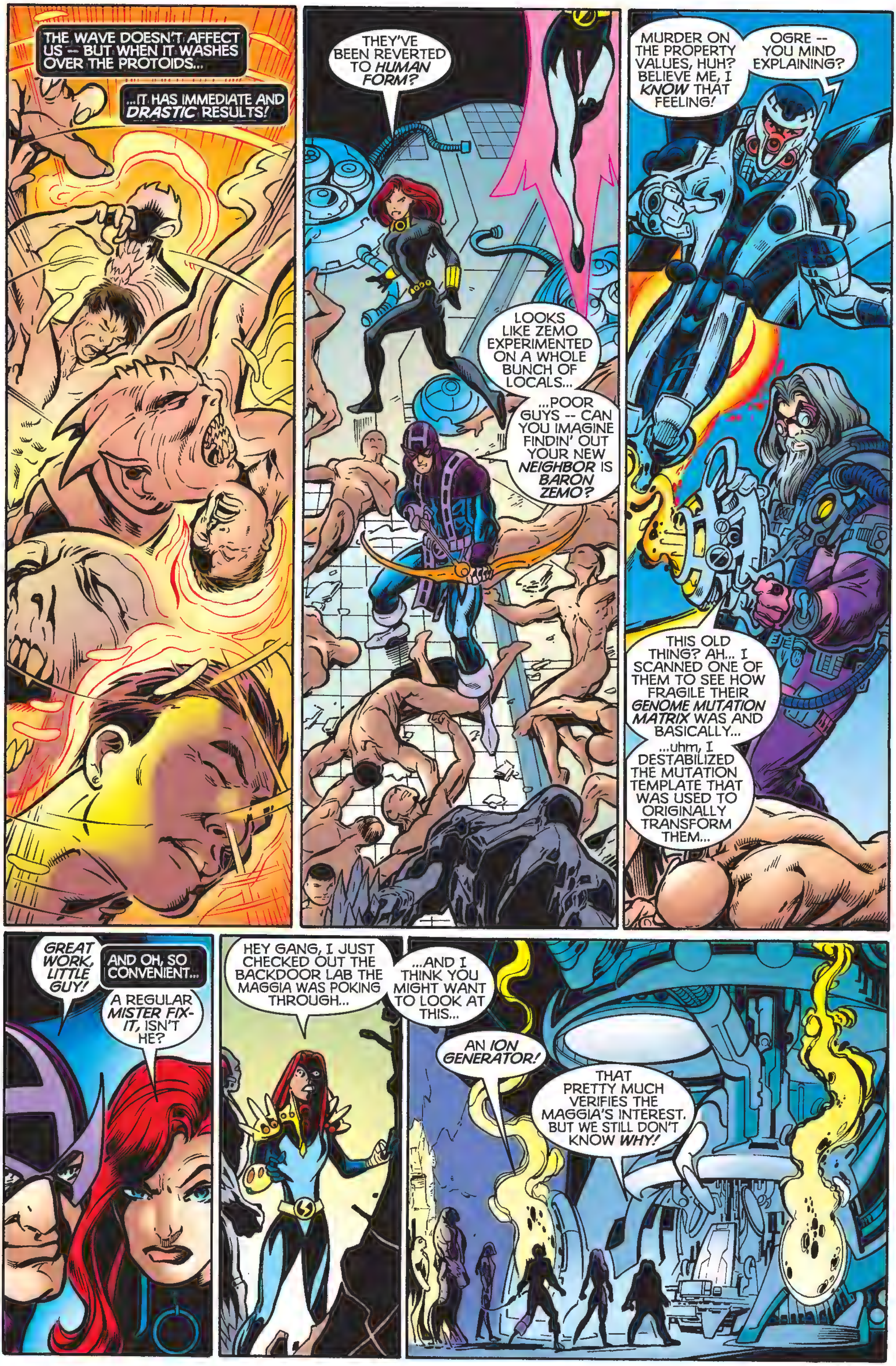

GO IN FROM THE TOP AND WORK YOUR WAY DOWN--
MEET IN THE MIDDLE, SQUEEZE ANYONE INSIDE BETWEEN US? GOTCHA!
-- WE'LL GO IN FROM THE GROUND...
PLACE WAS CLEANED OUT. LOOK AT THE DRAG MARKS ON THE FLOOR --
STUFF WAS TAKEN OUT -- THE OUTLINES AND SKID MARKS ALMOST LOOK LIKE THE BASES OF SOMETHING HEAVY, LIKE STATUES.
THAT'S IN KEEPING WITH THE ZEMO WE ALL KNOW AND HATE.
DRIED BLOOD ON THE FLOOR.
I'LL TAKE A SAMPLE FOR OGRE... MAYBE HE CAN SEE IF IT'S ZEMO'S...
WOULD YOU REALLY CARE IF IT WAS?
GOOD RIDDANCE TO BAD RUBBISH, MY MOM USED TO SAY!
I KNOW, MELISSA... I JUST ALWAYS THOUGHT -- MAYBE --
THAT HE'D WANT TO REDEEM HIMSELF LIKE WE DO?
"YOU REALLY HAVE TURNED INTO A GOODY-TWO-SHOES OPTIMIST, huh?"
HAWKEYE TELLS ME THIS IS THE FIRST FIELD MISSION YOU HAVE VOLUNTEERED FOR, OGRE.
AHEM... YES.
WHY?
PARDON ME? OH -- uhm... THEIR OTHER MISSIONS WERE OF A MORE... ADVENTUROUS NATURE...
...THIS APPEALED TO MY SCIENTIFIC CURIOSITY.
I SEE.
THERMAL TRACES... DEBRIS DECAY INDICATING CONCUSSIVE BLASTS... PLASMA RESIDUE...
A VERITABLE SUPERHUMAN ARMY ATTACKED ZEMO?

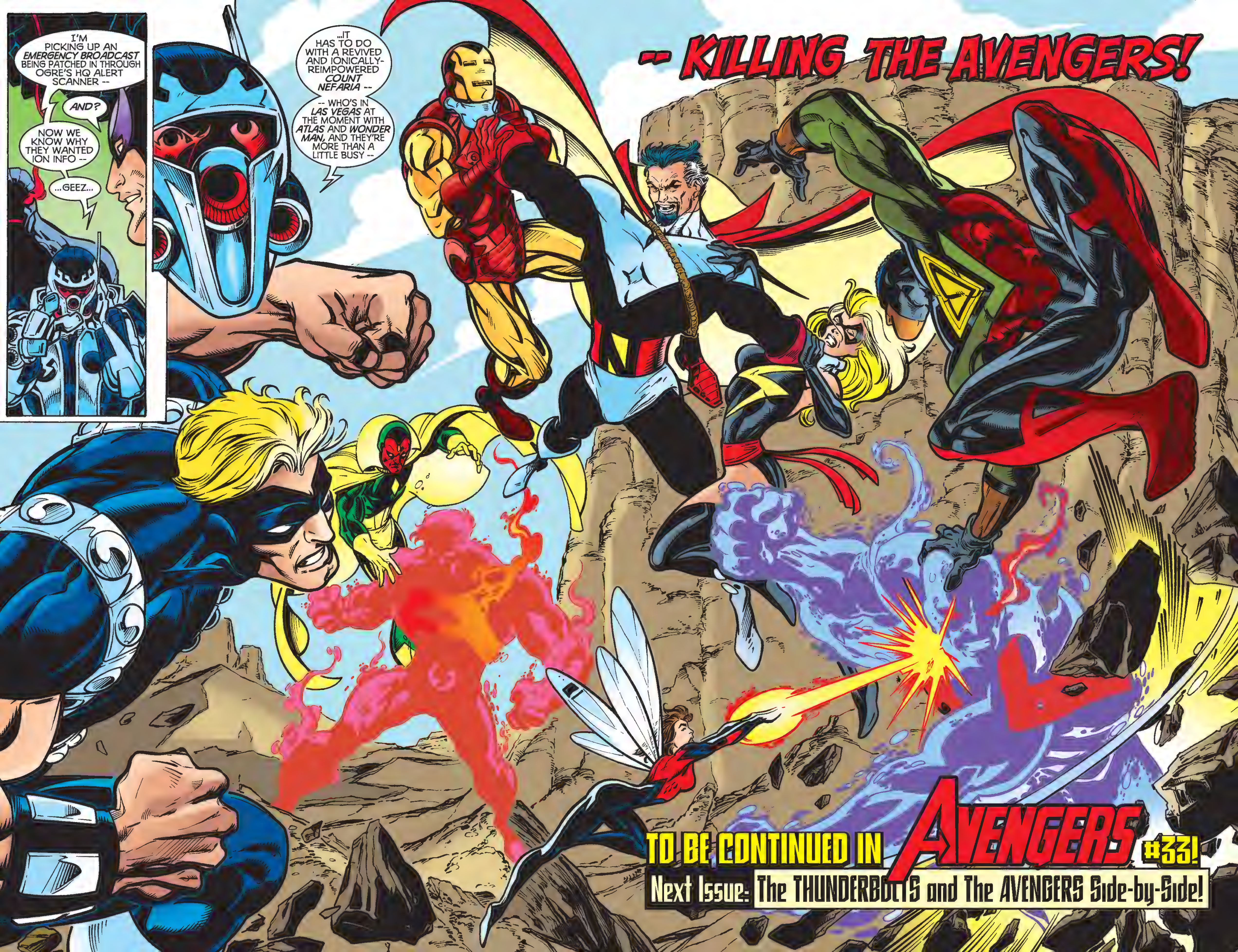

A FITTING IRONY FOR A MAN WHO SPENT A LIFETIME MANIPULATING SUPER-HUMANS...
CLINT... LOOK... SCUFF MARKS IN THE DUST. MULTIPLE MOVEMENT.
THEY DIDN'T GO UP... THEY WENT *DOWN.*
MEET IN THE FOYER ENTRANCE --
"-- LOOKS LIKE THE CASTLE HAS SOME SECRETS HIDDEN IN THE BASEMENT..."
QUITE THE MAD SCIENTIST LAB SET-UP DOWN HERE.
THIS EQUIPMENT WAS BUTCHERED -- *SCAVENGERS?*
YES... QUITE... MAD.
OR AT LEAST IT *WAS.*
NO, CHARLIE... LOOK AT HOW CLEANLY ALL THESE PIPES AND TUBES WERE DISMANTLED --
-- THIS WAS A *PROFESSIONAL* CLEANUP.
BUT IT WAS DONE *DAYS* AGO -- WHOEVER IS HERE *NOW* HAD NOTHING TO DO WITH IT!
I'M GETTING SOME THERMAL TRACES FROM *BEHIND* THIS WALL!
A SECONDARY LAB, PERHAPS?
I DON'T SEE ANY FRESH TRACKS THROUGH MY *FLUOROSCOPE* --
-- AND I'D BEST NOT TELL ANY OF YOU WHAT IT HAS FOUND...
...DRIED GELATINOUS RESIDUE...?
OGRE! WE NEED YOU OVER HERE!
AH? YES -- YES -- COMING --
WHAT IS IT ABOUT HIM? IS IT HIS LACK OF *SOCIAL GRACES* I FIND... OFF-PUTTING... OR --
-- THAT I DON'T FEEL THAT SHY AWKWARDNESS IS... *SINCERE?*


BUT BEFORE I CAN CONSIDER IT FURTHER --
THROOM
CYCLONE?!
MADEMOISELLE ROMANOFF, WE COULD HAVE CONTINUED OUR SOIREE WIZ'OUT ADDITIONAL GUESTS!
SO THE MAGGIA GOT HERE BEFORE US --
-- BUT THESE CREATURES -- ?
HOLD BACK, GANG -- THESE LOOK LIKE PROTOIDS -- REAL PEOPLE WHO WERE MANGLED BY ARNIM ZOLA --
"-- ZEMO'S USED 'EM ONCE BEFORE IN A FIGHT AGAINST CAP!"
IN CAPTAIN AMERICA #276 – Tom.
B-BUT WHY ARE THEY STILL HERE?
KREEGAH!


OKAY -- PLAYING THE PART OF THE BUMBLING MEAT --
-- DOES NOT EXTEND TO GETTING MYSELF EVISCERATED!
SKREEEEEE
TAKING A RISK THEY DIDN'T SEE ME --
-- CONVERTING MY HAND TO A SONIC SCRAMBLER --
-- BUT IN FOR A PENNY...
THEY LISTENED TO CLINT'S ORDERS.
THEY ARE USING JUST ENOUGH FORCE TO KEEP THE PROTOIDS AT BAY...
...EVEN THOUGH IT WOULD BE EASIER -- AND SAFER FOR THEM -- TO SIMPLY OBLITERATE THE MUTATED HUMANS.
WHEN I FIRST MET THEM, I GAVE MACH-1 AND SONGBIRD THE BENEFIT OF THE DOUBT --
-- CASTING MY REAL DISTRUST ON THEIR ACCEPTANCE OF ZEMO'S LEADERSHIP. NOW...
...WITH CLINT IN CHARGE, THEY ALL TRULY SEEK TO DO WHAT IS RIGHT --
-- AND MORE IMPORTANTLY -- FOR THE RIGHT REASONS!
THIS IS JUST A STALL --
SONGBIRD -- KEEP AN EYE TOPSIDE FOR --
C'EST MOI!
THIS GUY MAKES IT SO EASY TO HATE THE FRENCH...
I'M ON HIM, HAWK!


BRMMM
WHOA -- BIG JET!
OKAY, FIRST PRIORITY IS HELPING THE OTHERS --
-- BUT A *TRACER PLUG* WILL MAKE SURE NO MATTER WHERE THESE MAGGIA THUGS GO --
-- WE'LL KNOW WHERE THEY ARE!
BUT NO MATTER HOW THEY HAVE HONESTLY CHANGED, WHY AM I STILL NAGGED BY DOUBTS ABOUT THEM?
WHY DO ALL THEIR PROBLEMS, THEIR INSECURITIES, ALMOST MAKE IT SEEM AS IF THEY ARE MERELY *PLAY-ACTING* THE PART OF HEROES?
HOW HAS JOLT'S DEATH REALLY AFFECTED THEM?
WHAT IS MOONSTONE'S STATUS?
WHY DID I THINK SOMEONE WAS HIDING IN THEIR BASE?
AND WHY CAN'T I TRUST OGRE THE WAY THEY OBVIOUSLY DO?
OH, ENOUGH IS ENOUGH -- AS IF I WON'T BE ABLE TO TALK MY WAY AROUND --
--THIS!
THE AIR AROUND US -- *THROUGH* US -- *VIBRATES* -- I CAN FEEL EVERY CELL IN MY BODY *QUAKING* --
-- SOMEHOW, THE DEVICE OGRE CONCOCTED *(OUT OF THIN AIR?)* IS GENERATING SOME KIND OF *BIOCELLULAR RESONANCE WAVE*...
...AND HOW FOOLISH DO I FEEL FOR EVEN SAYING SOMETHING LIKE THAT?


THE WAVE DOESN'T AFFECT US -- BUT WHEN IT WASHES OVER THE PROTOIDS...
...IT HAS IMMEDIATE AND *DRASTIC* RESULTS!
THEY'VE BEEN REVERTED TO *HUMAN FORM?*
LOOKS LIKE ZEMO EXPERIMENTED ON A WHOLE BUNCH OF LOCALS...
...POOR GUYS -- CAN YOU IMAGINE FINDIN' OUT YOUR NEW *NEIGHBOR* IS *BARON ZEMO?*
MURDER ON THE PROPERTY VALUES, HUH? BELIEVE ME, I *KNOW* THAT FEELING!
OGRE -- YOU MIND EXPLAINING?
THIS OLD THING? AH... I SCANNED ONE OF THEM TO SEE HOW FRAGILE THEIR *GENOME MUTATION MATRIX* WAS AND BASICALLY...
...uhm, I DESTABILIZED THE MUTATION TEMPLATE THAT WAS USED TO ORIGINALLY TRANSFORM THEM...
GREAT WORK, LITTLE GUY!
AND OH, SO CONVENIENT...
A REGULAR *MISTER FIX-IT,* ISN'T HE?
HEY GANG, I JUST CHECKED OUT THE BACKDOOR LAB THE MAGGIA WAS POKING THROUGH...
...AND I THINK YOU MIGHT WANT TO LOOK AT THIS...
AN ION GENERATOR!
THAT PRETTY MUCH VERIFIES THE MAGGIA'S INTEREST. BUT WE STILL DON'T KNOW *WHY!*


I'M PICKING UP AN *EMERGENCY BROADCAST* BEING PATCHED IN THROUGH OGRE'S HQ ALERT SCANNER --
AND?
NOW WE KNOW WHY THEY WANTED ION INFO --
...GEEZ...
...IT HAS TO DO WITH A REVIVED AND IONICALLY-REIMPOWERED *COUNT NEFARIA* --
-- WHO'S IN *LAS VEGAS* AT THE MOMENT WITH *ATLAS* AND *WONDER MAN,* AND THEY'RE MORE THAN A LITTLE BUSY --
-- KILLING THE AVENGERS!
TO BE CONTINUED IN AVENGERS #33!
Next Issue: The THUNDERBOLTS and The AVENGERS Side-by-Side!

MARVEL COMICS
EARTH'S MIGHTIEST HEROES
the AVENGERS
APPROVED BY THE COMICS CODE AUTHORITY
#33
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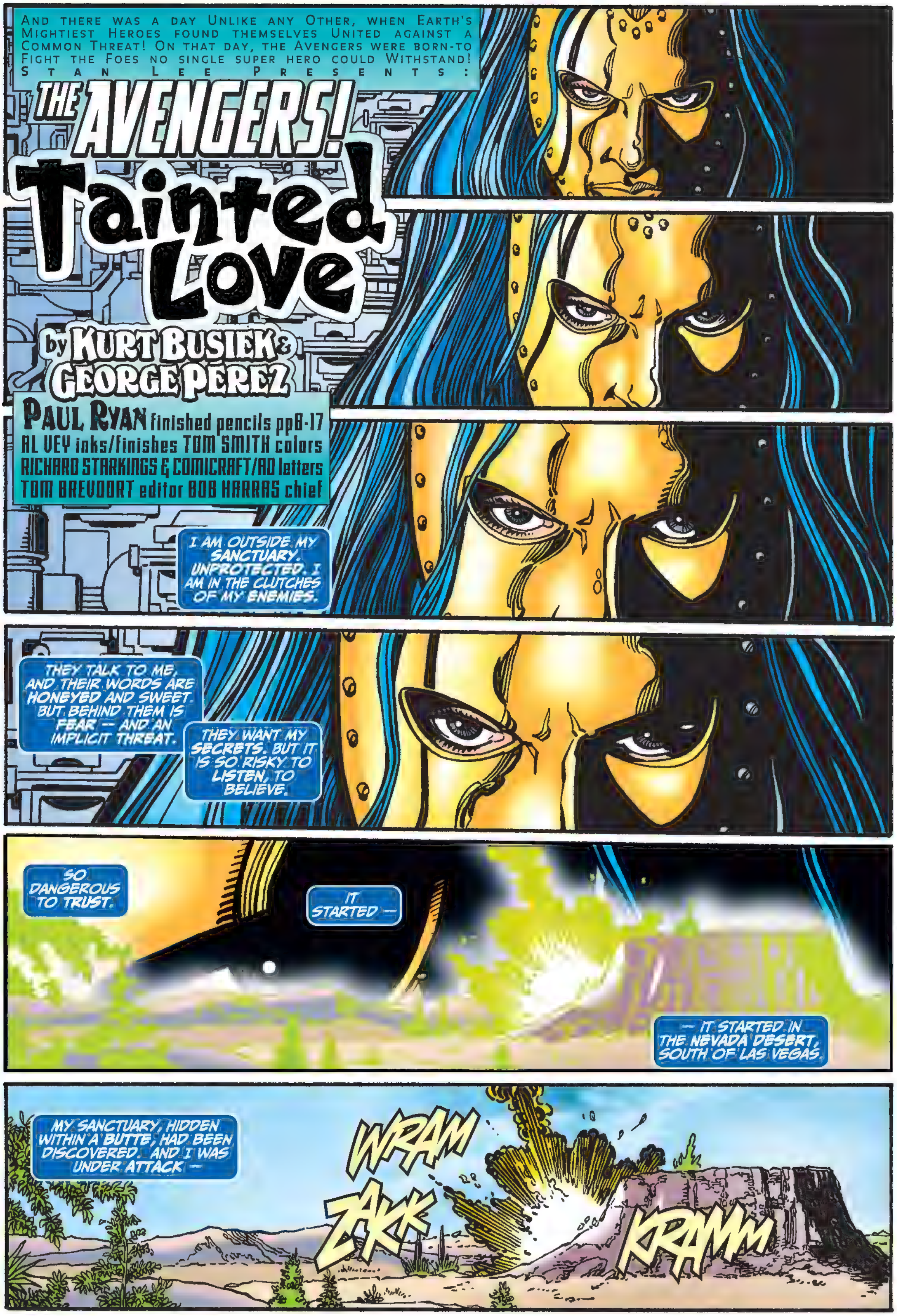
And there was a day unlike any other, when Earth's Mightiest Heroes found themselves united against a common threat! On that day, the Avengers were born-to fight the foes no single super hero could withstand!
Stan Lee presents:
THE AVENGERS!
Tainted Love
by KURT BUSIEK & GEORGE PEREZ
PAUL RYAN finished pencils pp8-17
AL VEY inks/finishes TOM SMITH colors
RICHARD STARKINGS & COMICRAFT/AD letters
TOM BREVOORT editor BOB HARRAS chief
I AM OUTSIDE MY SANCTUARY. UNPROTECTED. I AM IN THE CLUTCHES OF MY ENEMIES.
THEY TALK TO ME, AND THEIR WORDS ARE HONEYED AND SWEET. BUT BEHIND THEM IS FEAR -- AND AN IMPLICIT THREAT.
THEY WANT MY SECRETS. BUT IT IS SO RISKY TO LISTEN, TO BELIEVE.
SO DANGEROUS TO TRUST.
IT STARTED --
-- IT STARTED IN THE NEVADA DESERT, SOUTH OF LAS VEGAS.
MY SANCTUARY, HIDDEN WITHIN A BUTTE, HAD BEEN DISCOVERED. AND I WAS UNDER ATTACK --
WRAM
ZAKK
KRAMM

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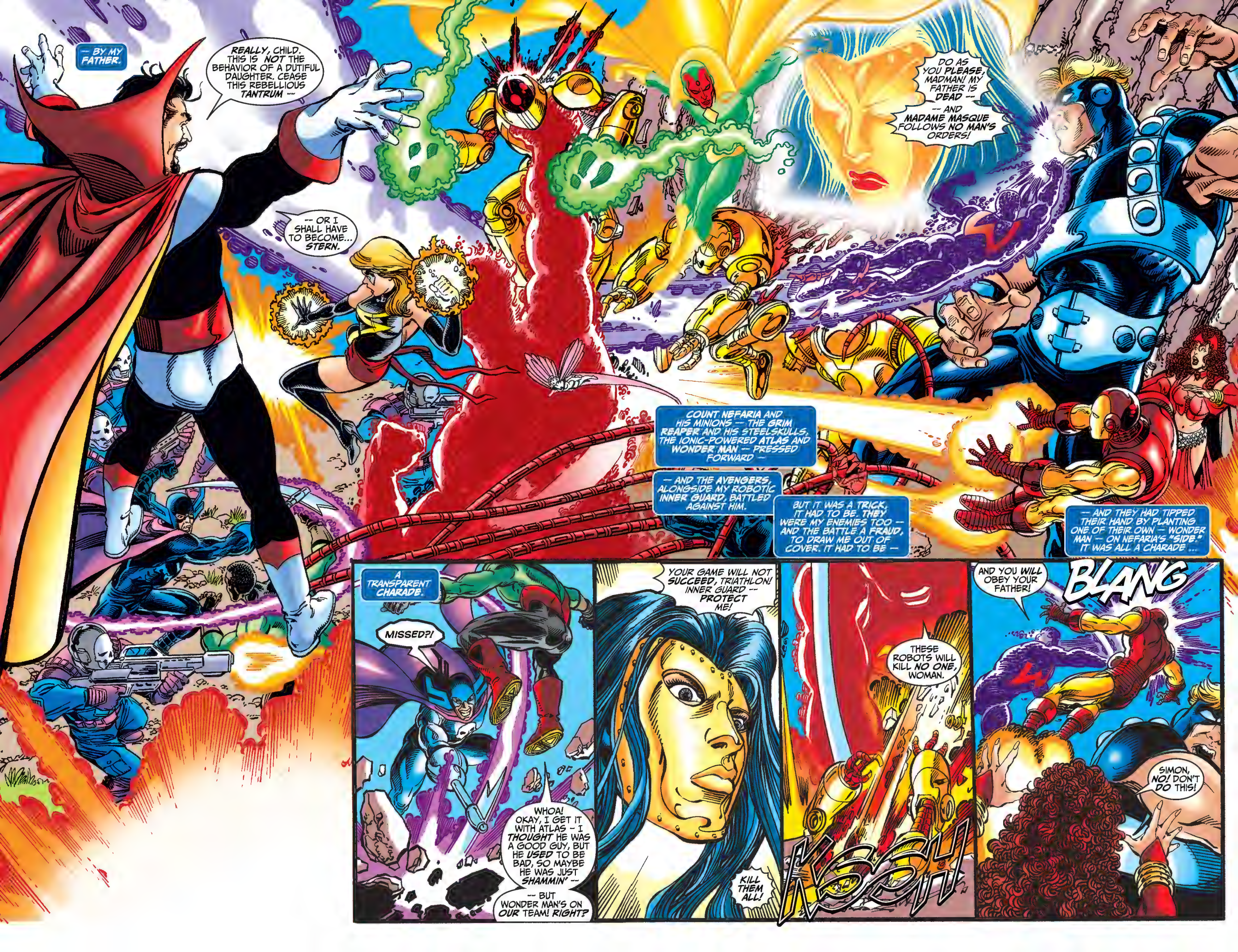
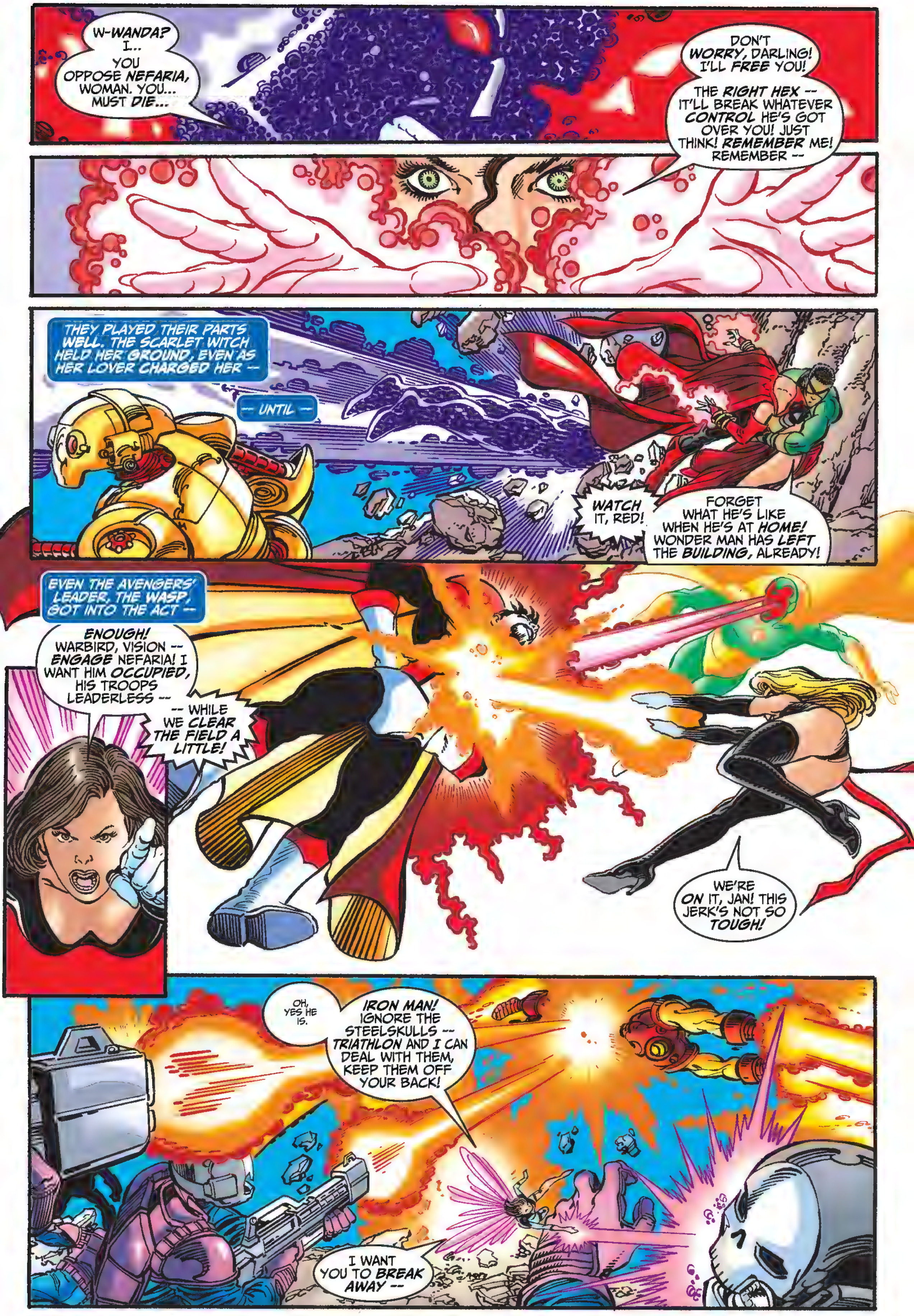
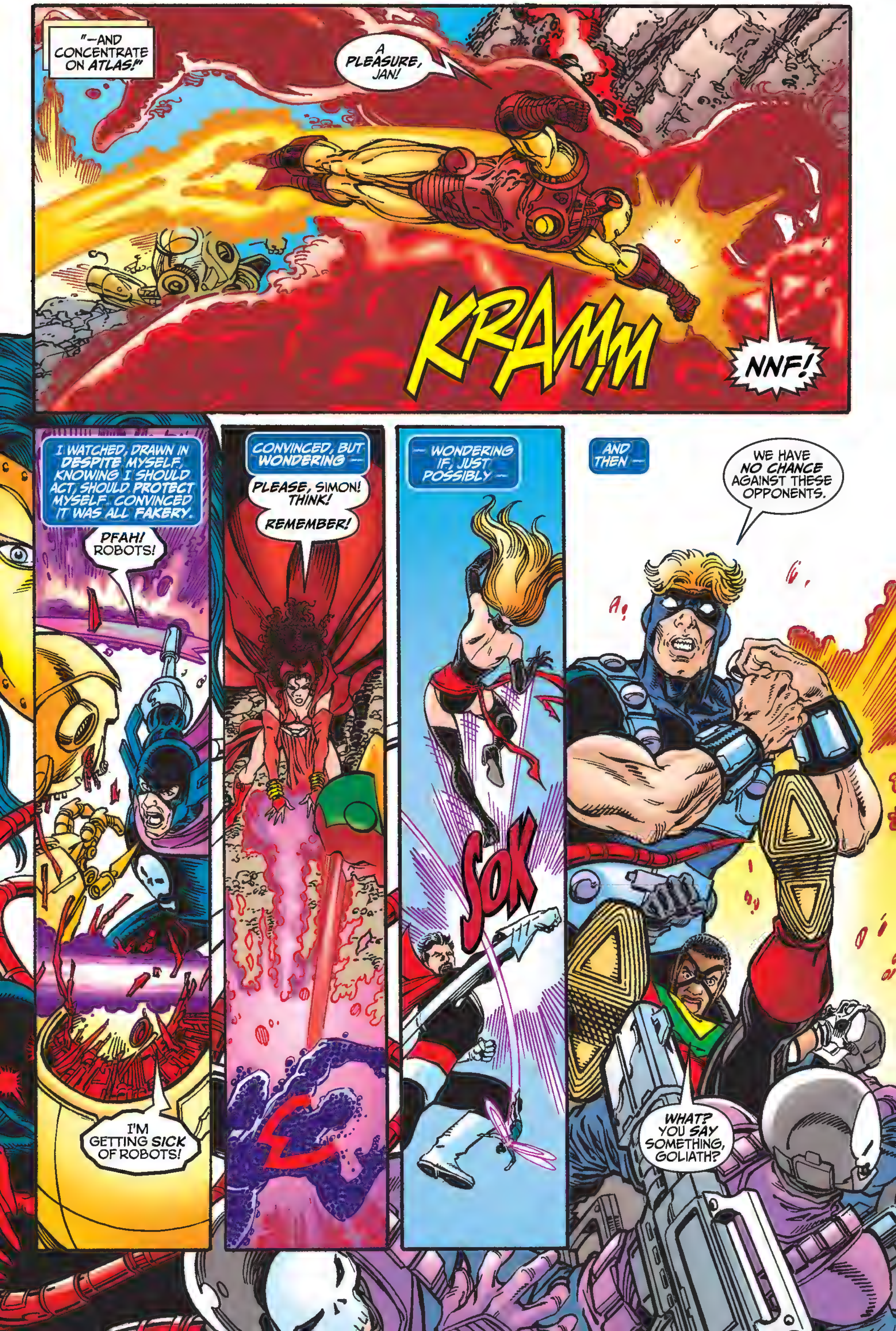
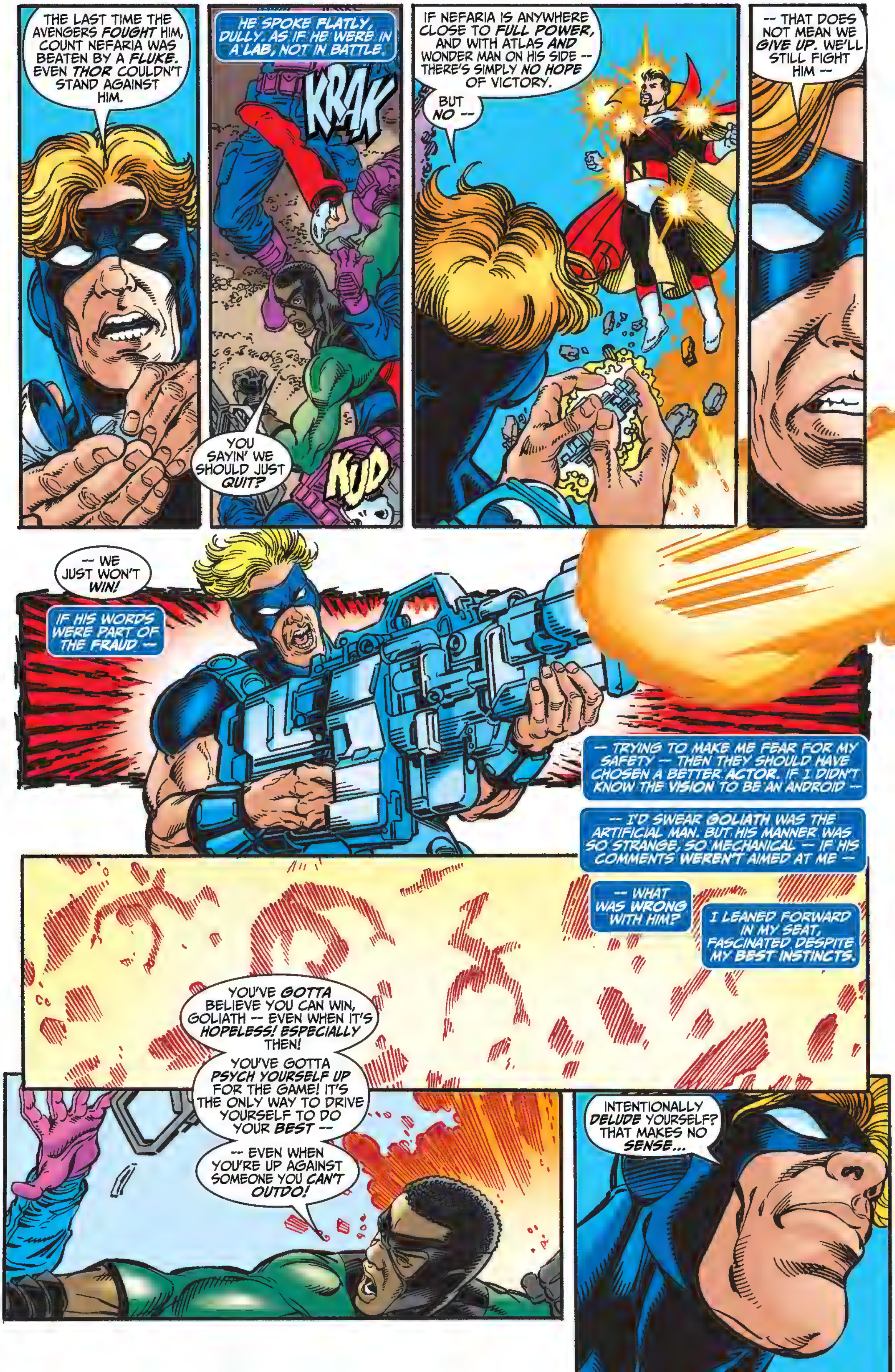
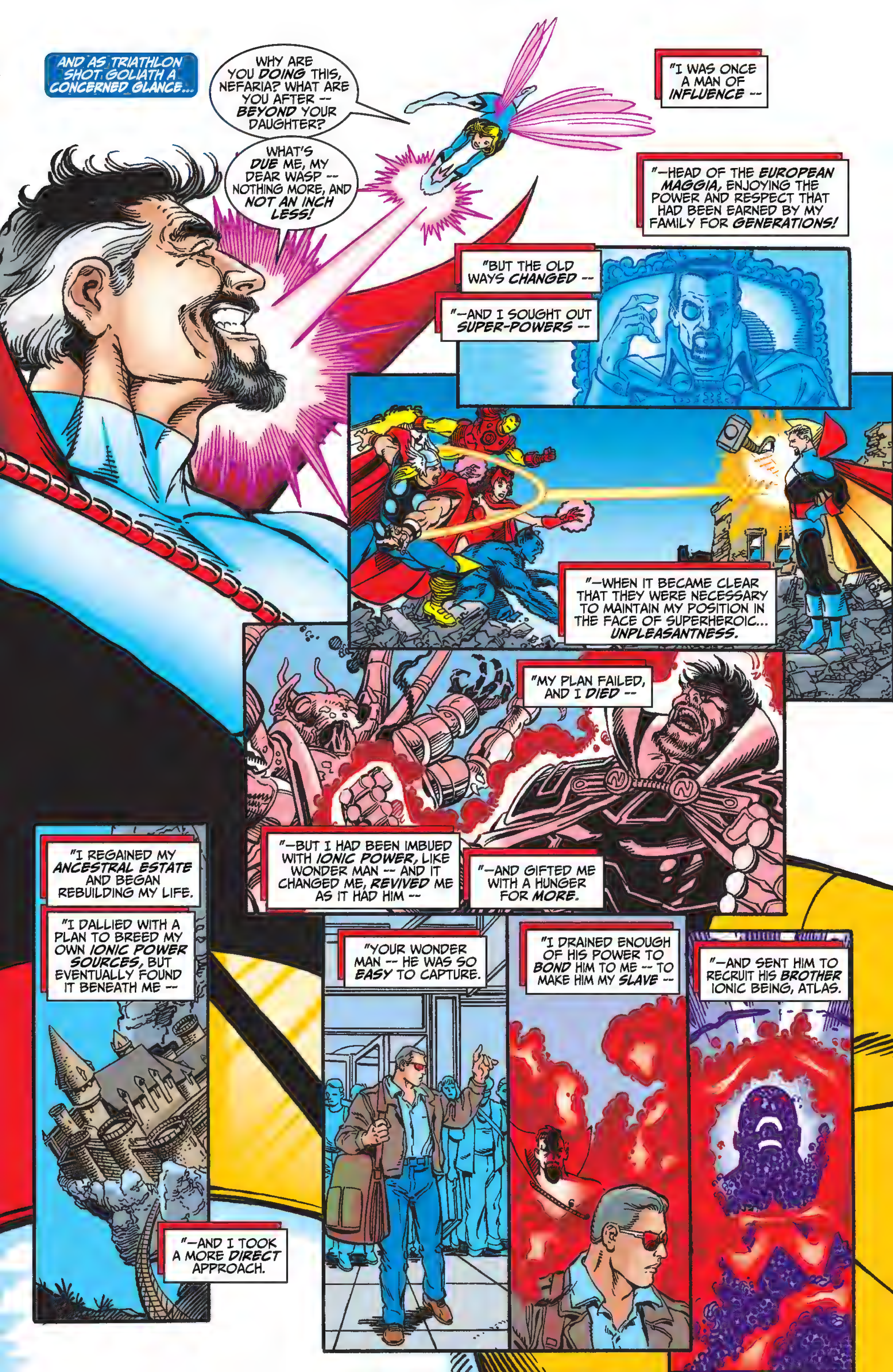
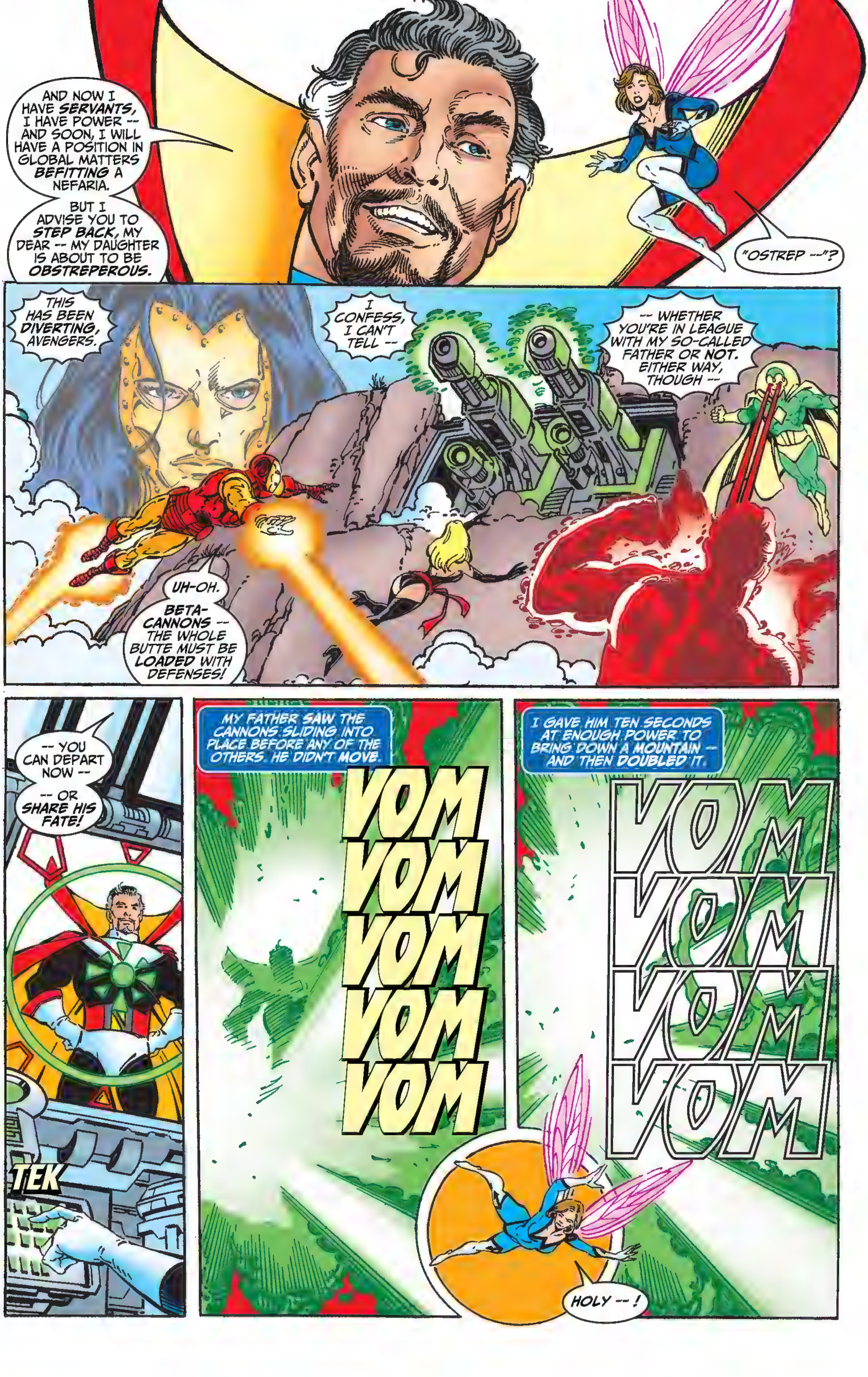

-- BY MY FATHER.
REALLY, CHILD. THIS IS NOT THE BEHAVIOR OF A DUTIFUL DAUGHTER. CEASE THIS REBELLIOUS TANTRUM --
-- OR I SHALL HAVE TO BECOME... STERN.
DO AS YOU PLEASE, MADMAN! MY FATHER IS DEAD --
-- AND MADAME MASQUE FOLLOWS NO MAN'S ORDERS!
COUNT NEFARIA AND HIS MINIONS -- THE GRIM REAPER AND HIS STEELSKULLS, THE IONIC-POWERED ATLAS AND WONDER MAN -- PRESSED FORWARD --
-- AND THE AVENGERS, ALONGSIDE MY ROBOTIC INNER GUARD, BATTLED AGAINST HIM.
BUT IT WAS A TRICK, IT HAD TO BE. THEY WERE MY ENEMIES TOO -- AND THE BATTLE A FRAUD, TO DRAW ME OUT OF COVER. IT HAD TO BE --
-- AND THEY HAD TIPPED THEIR HAND BY PLANTING ONE OF THEIR OWN -- WONDER MAN -- ON NEFARIA'S "SIDE." IT WAS ALL A CHARADE ...
A TRANSPARENT CHARADE.
MISSED?!
WHOA! OKAY, I GET IT WITH ATLAS - I THOUGHT HE WAS A GOOD GUY, BUT HE USED TO BE BAD, SO MAYBE HE WAS JUST SHAMMIN' --
-- BUT WONDER MAN'S ON OUR TEAM! RIGHT?
YOUR GAME WILL NOT SUCCEED, TRIATHLON! INNER GUARD -- PROTECT ME!
KILL THEM ALL!
THESE ROBOTS WILL KILL NO ONE, WOMAN.
KSSH
AND YOU WILL OBEY YOUR FATHER!
BLANG
SIMON, NO! DON'T DO THIS!

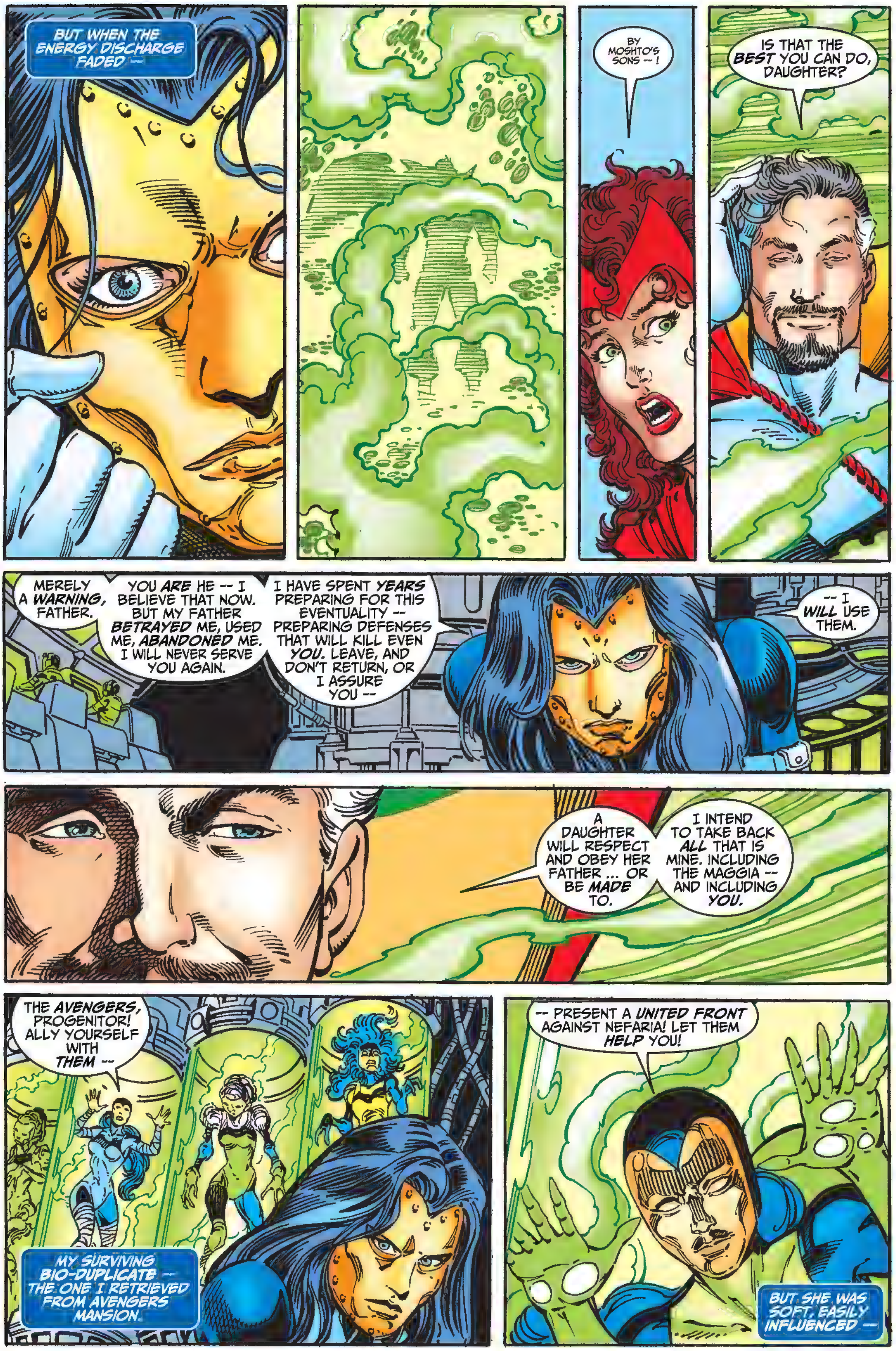

W-WANDA? I... YOU OPPOSE NEFARIA, WOMAN. YOU... MUST DIE...
DON'T WORRY, DARLING! I'LL FREE YOU!
THE RIGHT HEX -- IT'LL BREAK WHATEVER CONTROL HE'S GOT OVER YOU! JUST THINK! REMEMBER ME! REMEMBER --
THEY PLAYED THEIR PARTS WELL. THE SCARLET WITCH HELD HER GROUND, EVEN AS HER LOVER CHARGED HER --
-- UNTIL --
WATCH IT, RED!
FORGET WHAT HE'S LIKE WHEN HE'S AT HOME! WONDER MAN HAS LEFT THE BUILDING, ALREADY!
EVEN THE AVENGERS' LEADER, THE WASP, GOT INTO THE ACT --
ENOUGH! WARBIRD, VISION -- ENGAGE NEFARIA! I WANT HIM OCCUPIED, HIS TROOPS LEADERLESS --
-- WHILE WE CLEAR THE FIELD A LITTLE!
WE'RE ON IT, JAN! THIS JERK'S NOT SO TOUGH!
OH, YES HE IS.
IRON MAN! IGNORE THE STEELSKULLS -- TRIATHLON AND I CAN DEAL WITH THEM, KEEP THEM OFF YOUR BACK!
I WANT YOU TO BREAK AWAY --

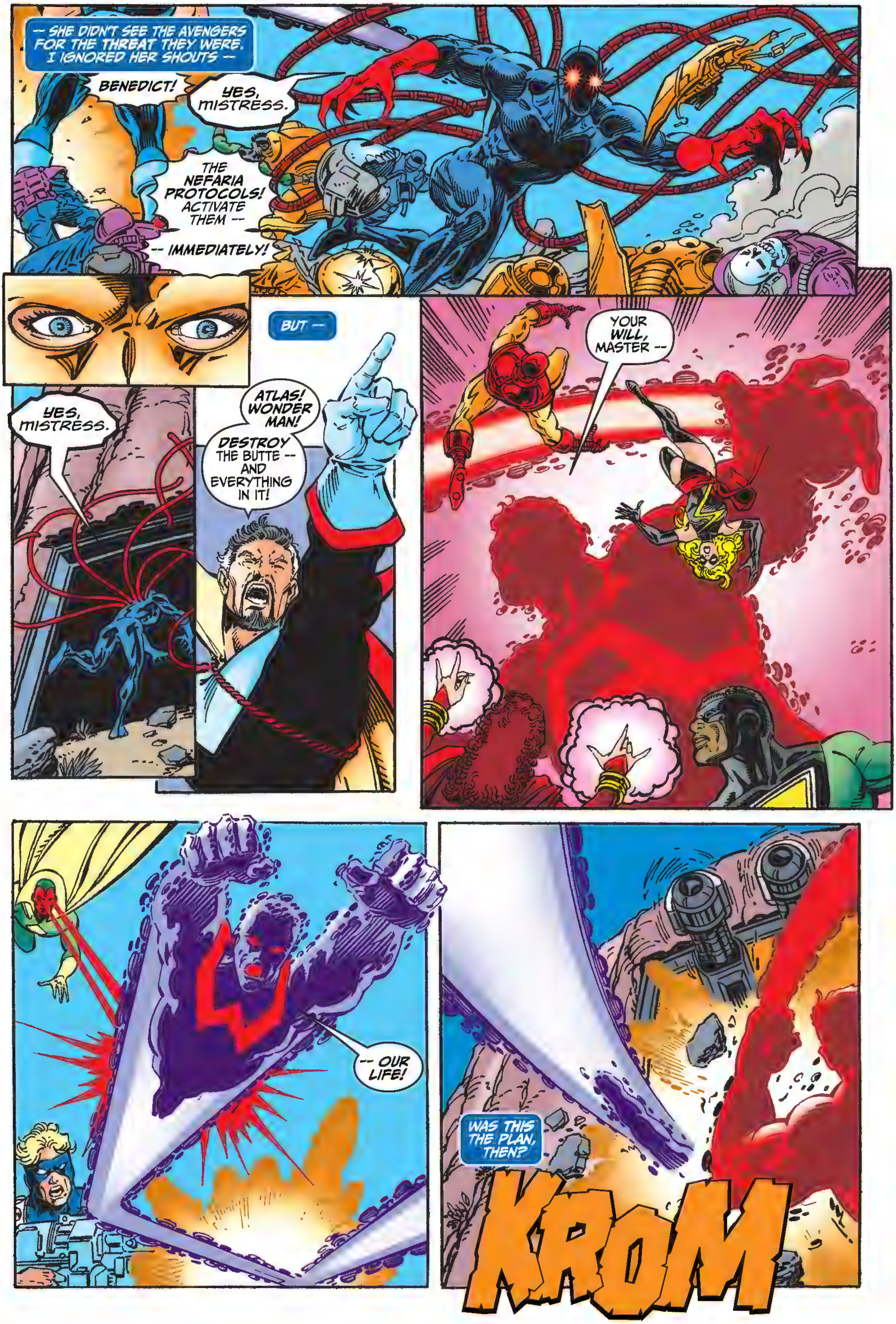

"—AND CONCENTRATE ON *ATLAS!*"
A PLEASURE, JAN!
KRAMM
NNF!
I WATCHED, DRAWN IN DESPITE MYSELF, KNOWING I SHOULD ACT, SHOULD PROTECT MYSELF. CONVINCED IT WAS ALL FAKERY.
PFAH! ROBOTS!
I'M GETTING **SICK** OF ROBOTS!
CONVINCED, BUT WONDERING —
PLEASE, SIMON! *THINK!*
REMEMBER!
— WONDERING IF, JUST POSSIBLY —
SOK
AND THEN —
WE HAVE **NO CHANCE** AGAINST THESE OPPONENTS.
WHAT? YOU SAY SOMETHING, GOLIATH?

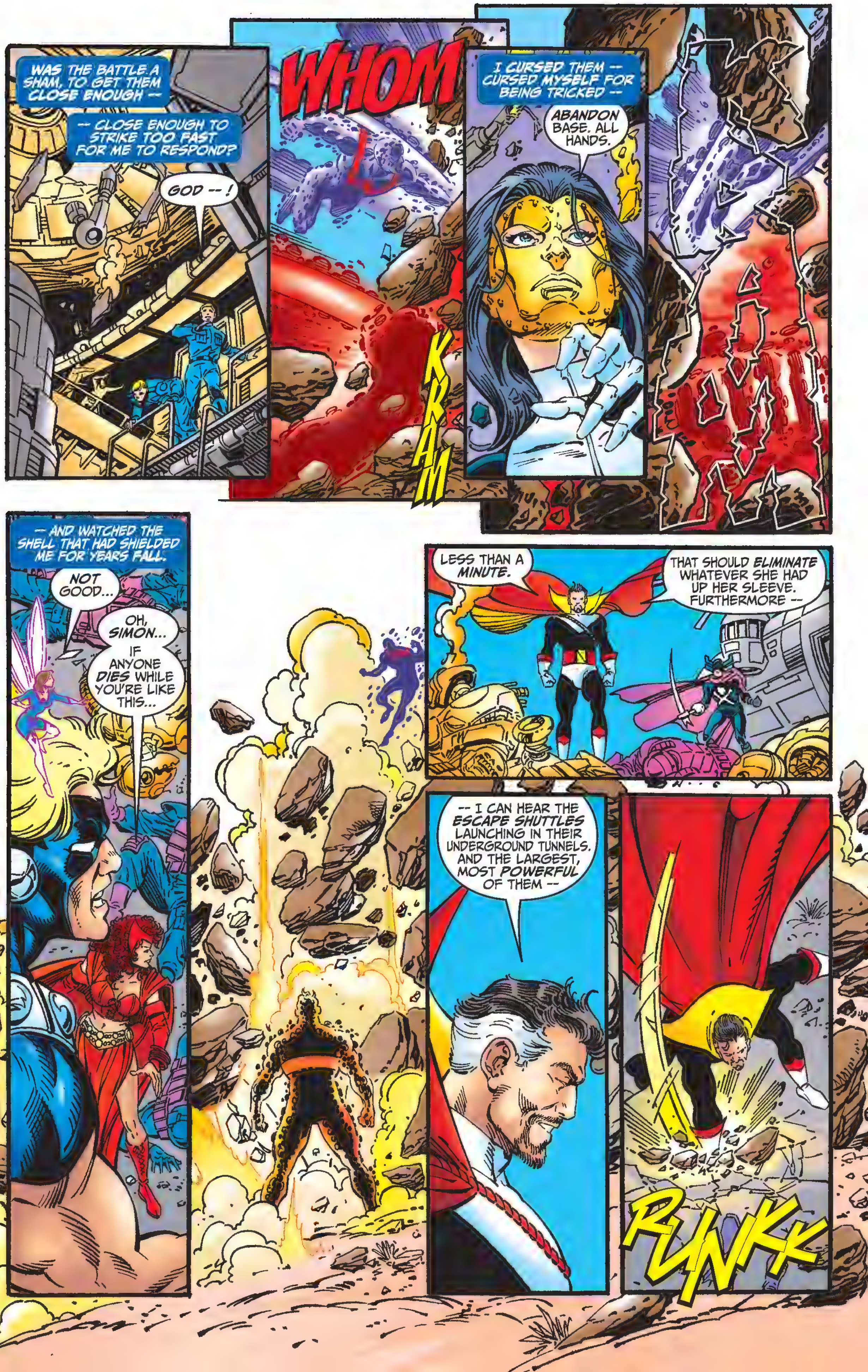

THE LAST TIME THE AVENGERS *FOUGHT* HIM, COUNT NEFARIA WAS BEATEN BY A *FLUKE*. EVEN *THOR* COULDN'T STAND AGAINST HIM.
HE SPOKE FLATLY, DULLY. AS IF HE WERE IN A LAB, NOT IN BATTLE.
KRAK
YOU SAYIN' WE SHOULD JUST *QUIT?*
KUD
IF NEFARIA IS ANYWHERE CLOSE TO *FULL POWER*, AND WITH ATLAS *AND* WONDER MAN ON HIS SIDE -- THERE'S SIMPLY *NO HOPE* OF VICTORY.
BUT *NO* --
-- THAT DOES NOT MEAN WE *GIVE UP*. WE'LL STILL FIGHT HIM --
-- WE JUST WON'T *WIN!*
IF HIS WORDS WERE PART OF THE FRAUD --
-- TRYING TO MAKE ME FEAR FOR MY SAFETY -- THEN THEY SHOULD HAVE CHOSEN A BETTER ACTOR. IF I DIDN'T KNOW THE VISION TO BE AN ANDROID --
-- I'D SWEAR GOLIATH WAS THE ARTIFICIAL MAN. BUT HIS MANNER WAS SO STRANGE, SO MECHANICAL -- IF HIS COMMENTS WEREN'T AIMED AT ME --
-- WHAT WAS WRONG WITH HIM?
I LEANED FORWARD IN MY SEAT, FASCINATED DESPITE MY BEST INSTINCTS.
YOU'VE *GOTTA* BELIEVE YOU CAN WIN, GOLIATH -- EVEN WHEN IT'S *HOPELESS! ESPECIALLY* THEN!
YOU'VE GOTTA *PSYCH YOURSELF UP* FOR THE GAME! IT'S THE ONLY WAY TO DRIVE YOURSELF TO DO YOUR *BEST* --
-- EVEN WHEN YOU'RE UP AGAINST SOMEONE YOU *CAN'T OUTDO!*
INTENTIONALLY *DELUDE* YOURSELF? THAT MAKES NO *SENSE...*

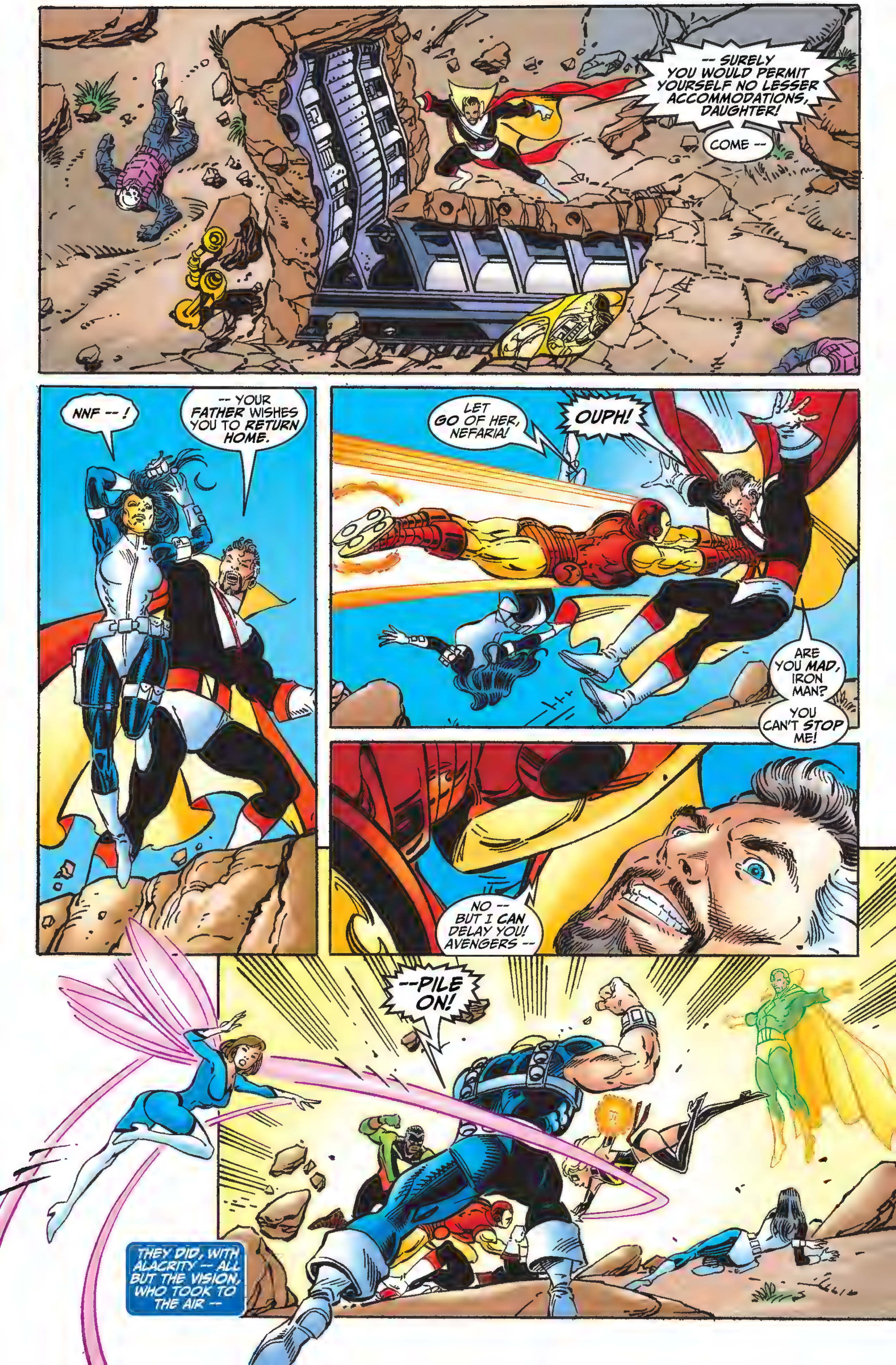

AND AS TRIATHLON SHOT GOLIATH A CONCERNED GLANCE...
WHY ARE YOU DOING THIS, NEFARIA? WHAT ARE YOU AFTER -- BEYOND YOUR DAUGHTER?
WHAT'S DUE ME, MY DEAR WASP -- NOTHING MORE, AND NOT AN INCH LESS!
"I WAS ONCE A MAN OF INFLUENCE --
"--HEAD OF THE EUROPEAN MAGGIA, ENJOYING THE POWER AND RESPECT THAT HAD BEEN EARNED BY MY FAMILY FOR GENERATIONS!
"BUT THE OLD WAYS CHANGED --
"--AND I SOUGHT OUT SUPER-POWERS --
"--WHEN IT BECAME CLEAR THAT THEY WERE NECESSARY TO MAINTAIN MY POSITION IN THE FACE OF SUPERHEROIC... UNPLEASANTNESS.
"MY PLAN FAILED, AND I DIED --
"--BUT I HAD BEEN IMBUED WITH IONIC POWER, LIKE WONDER MAN -- AND IT CHANGED ME, REVIVED ME AS IT HAD HIM --
"--AND GIFTED ME WITH A HUNGER FOR MORE.
"I REGAINED MY ANCESTRAL ESTATE AND BEGAN REBUILDING MY LIFE.
"I DALLIED WITH A PLAN TO BREED MY OWN IONIC POWER SOURCES, BUT EVENTUALLY FOUND IT BENEATH ME --
"--AND I TOOK A MORE DIRECT APPROACH.
"YOUR WONDER MAN -- HE WAS SO EASY TO CAPTURE.
"I DRAINED ENOUGH OF HIS POWER TO BOND HIM TO ME -- TO MAKE HIM MY SLAVE --
"--AND SENT HIM TO RECRUIT HIS BROTHER IONIC BEING, ATLAS.

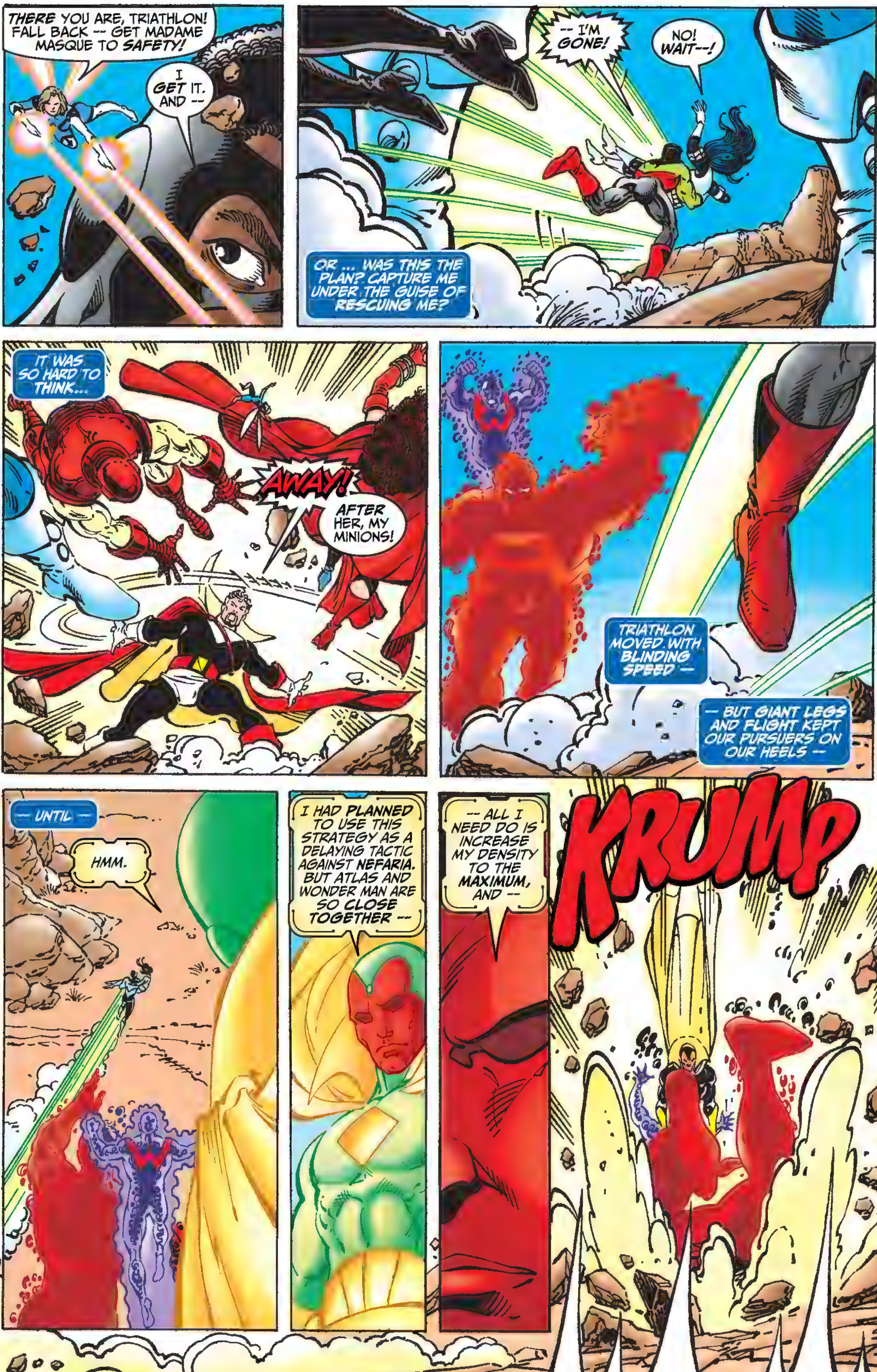

AND NOW I HAVE SERVANTS, I HAVE POWER -- AND SOON, I WILL HAVE A POSITION IN GLOBAL MATTERS BEFITTING A NEFARIA.
BUT I ADVISE YOU TO STEP BACK, MY DEAR -- MY DAUGHTER IS ABOUT TO BE OBSTREPEROUS.
"OSTREP --"?
THIS HAS BEEN DIVERTING, AVENGERS.
I CONFESS, I CAN'T TELL --
-- WHETHER YOU'RE IN LEAGUE WITH MY SO-CALLED FATHER OR NOT. EITHER WAY, THOUGH --
UH-OH.
BETA-CANNONS -- THE WHOLE BUTTE MUST BE LOADED WITH DEFENSES!
-- YOU CAN DEPART NOW --
-- OR SHARE HIS FATE!
TEK
MY FATHER SAW THE CANNONS SLIDING INTO PLACE BEFORE ANY OF THE OTHERS. HE DIDN'T MOVE.
VOM VOM VOM VOM VOM
I GAVE HIM TEN SECONDS AT ENOUGH POWER TO BRING DOWN A MOUNTAIN -- AND THEN DOUBLED IT.
VOM VOM VOM VOM
HOLY -- !

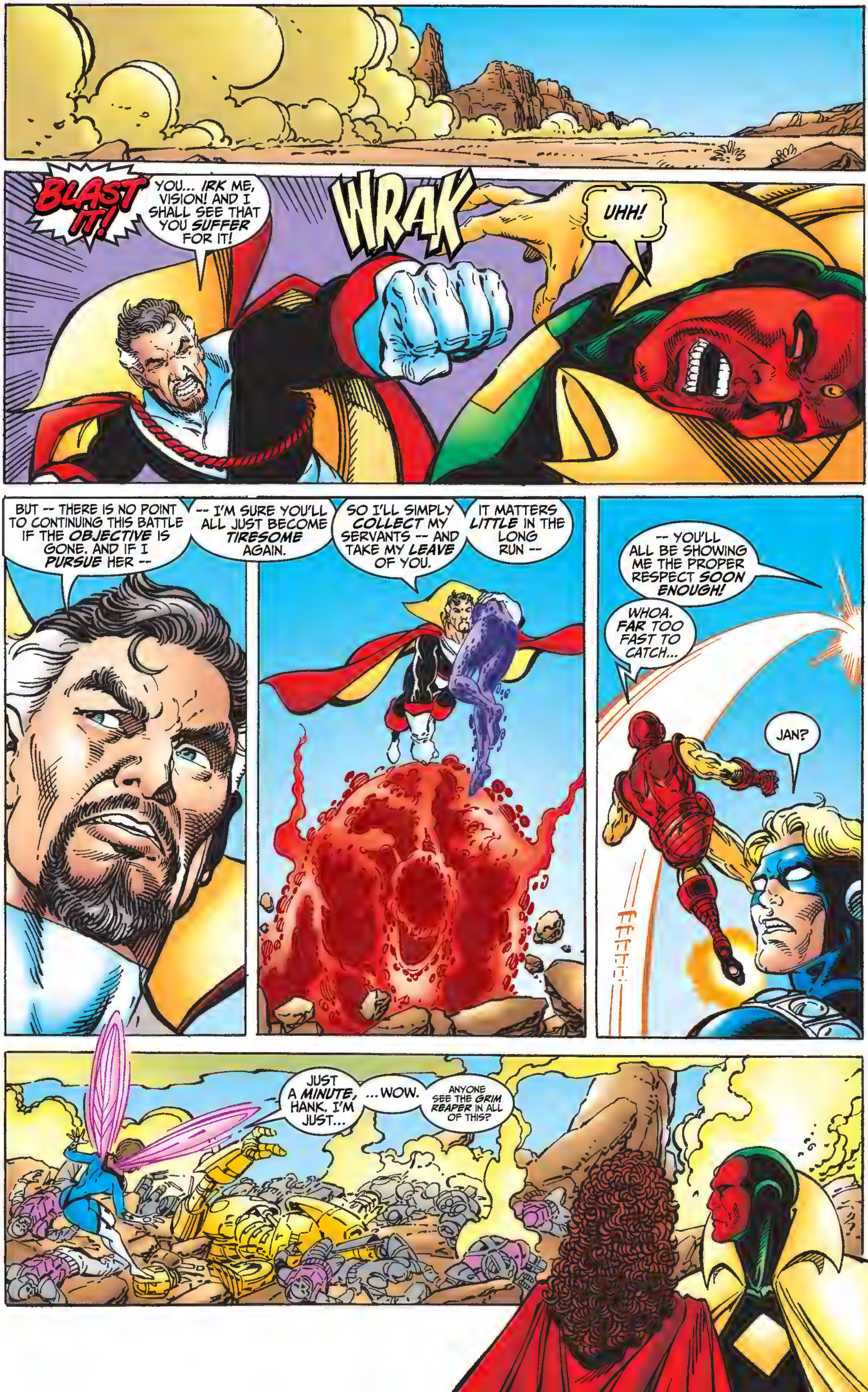

BUT WHEN THE ENERGY DISCHARGE FADED --
BY MOSHTO'S SONS -- !
IS THAT THE BEST YOU CAN DO, DAUGHTER?
MERELY A WARNING, FATHER.
YOU ARE HE -- I BELIEVE THAT NOW. BUT MY FATHER BETRAYED ME, USED ME, ABANDONED ME. I WILL NEVER SERVE YOU AGAIN.
I HAVE SPENT YEARS PREPARING FOR THIS EVENTUALITY -- PREPARING DEFENSES THAT WILL KILL EVEN YOU. LEAVE, AND DON'T RETURN, OR I ASSURE YOU --
-- I WILL USE THEM.
A DAUGHTER WILL RESPECT AND OBEY HER FATHER ... OR BE MADE TO.
I INTEND TO TAKE BACK ALL THAT IS MINE. INCLUDING THE MAGGIA -- AND INCLUDING YOU.
THE AVENGERS, PROGENITOR! ALLY YOURSELF WITH THEM --
MY SURVIVING BIO-DUPLICATE -- THE ONE I RETRIEVED FROM AVENGERS MANSION.
-- PRESENT A UNITED FRONT AGAINST NEFARIA! LET THEM HELP YOU!
BUT SHE WAS SOFT, EASILY INFLUENCED --

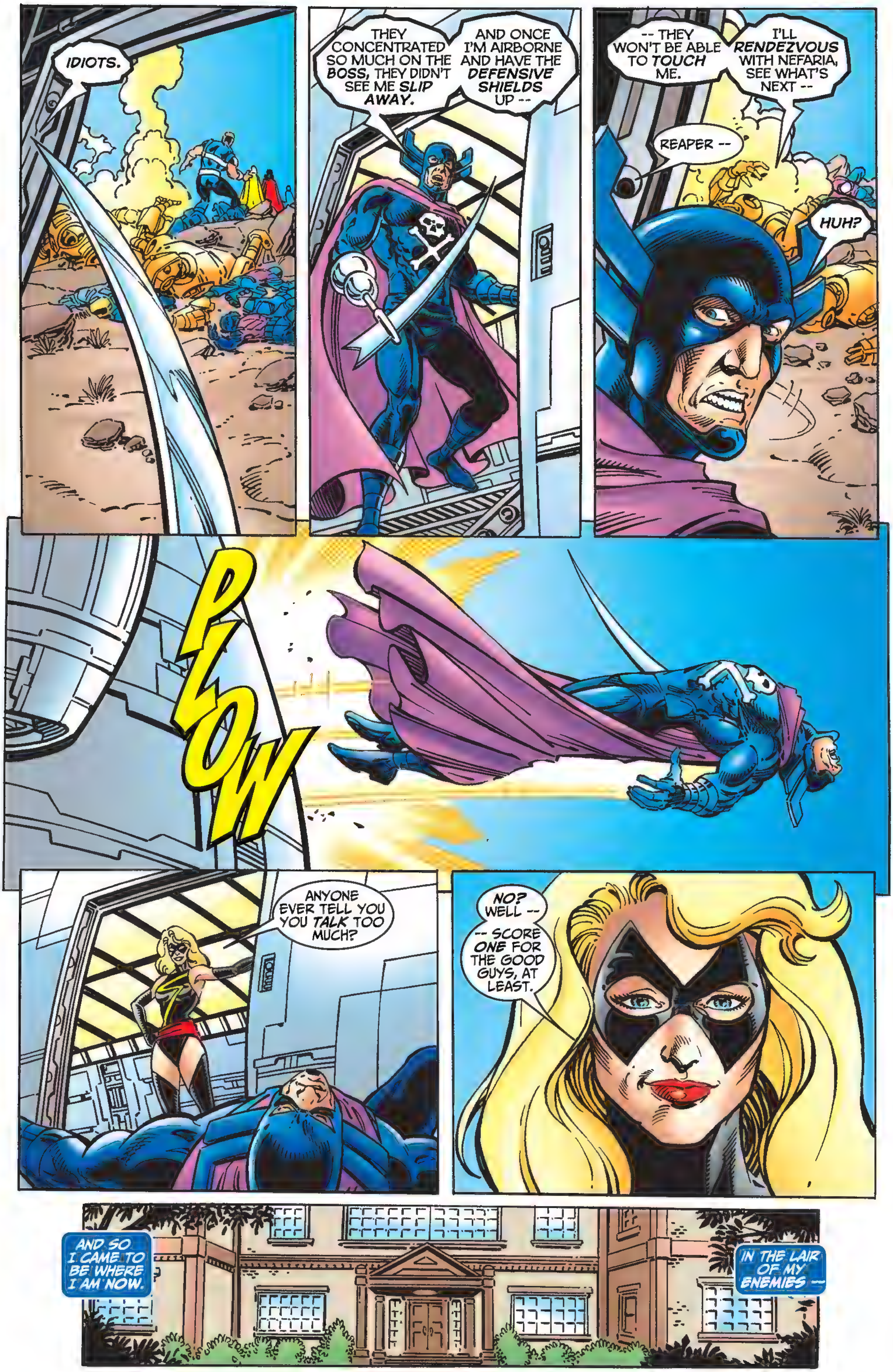

-- SHE DIDN'T SEE THE AVENGERS FOR THE THREAT THEY WERE. I IGNORED HER SHOUTS --
BENEDICT!
YES, MISTRESS.
THE NEFARIA PROTOCOLS! ACTIVATE THEM --
-- IMMEDIATELY!
BUT --
YES, MISTRESS.
ATLAS! WONDER MAN!
DESTROY THE BUTTE -- AND EVERYTHING IN IT!
YOUR WILL, MASTER --
-- OUR LIFE!
WAS THIS THE PLAN, THEN?
KROM

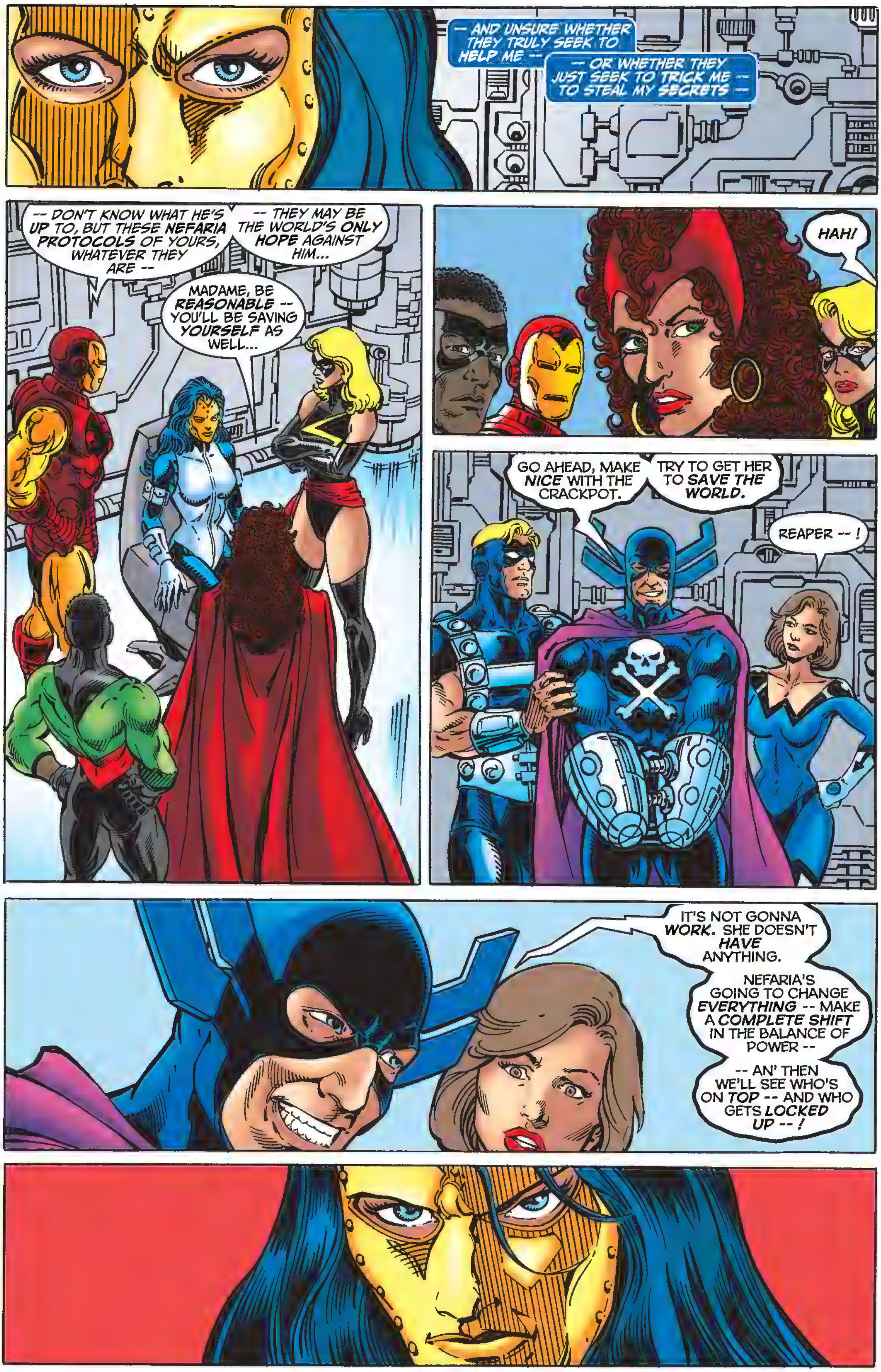

WAS THE BATTLE A SHAM, TO GET THEM CLOSE ENOUGH --
-- CLOSE ENOUGH TO STRIKE TOO FAST FOR ME TO RESPOND?
GOD --!
WHOM
KRAM
I CURSED THEM -- CURSED MYSELF FOR BEING TRICKED --
ABANDON BASE. ALL HANDS.
-- AND WATCHED THE SHELL THAT HAD SHIELDED ME FOR YEARS FALL.
NOT GOOD...
OH, SIMON... IF ANYONE DIES WHILE YOU'RE LIKE THIS...
LESS THAN A MINUTE.
THAT SHOULD ELIMINATE WHATEVER SHE HAD UP HER SLEEVE. FURTHERMORE --
-- I CAN HEAR THE ESCAPE SHUTTLES LAUNCHING IN THEIR UNDERGROUND TUNNELS. AND THE LARGEST, MOST POWERFUL OF THEM --
RUNKK

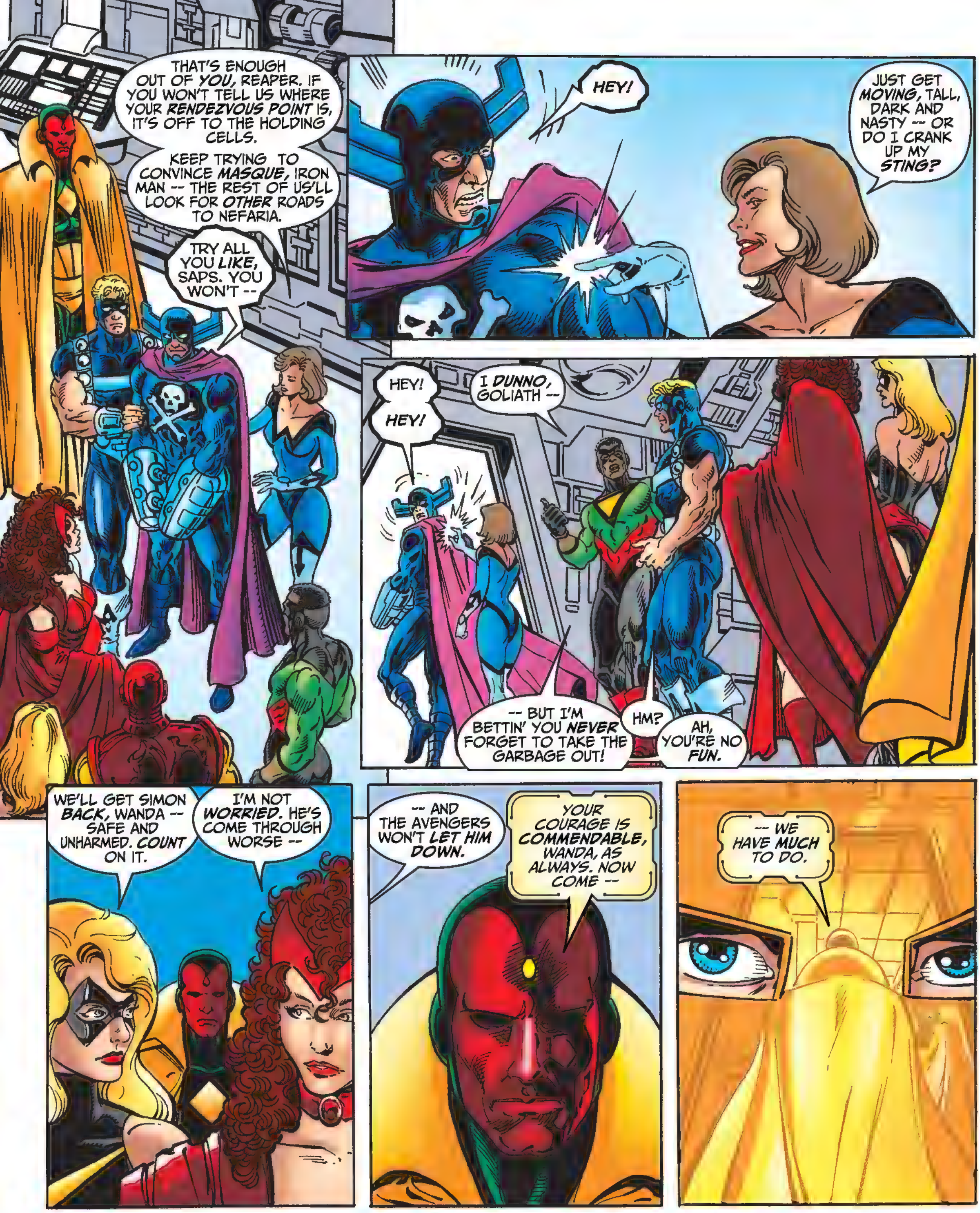

-- SURELY YOU WOULD PERMIT YOURSELF NO LESSER ACCOMMODATIONS, DAUGHTER!
COME --
NNF -- !
-- YOUR FATHER WISHES YOU TO RETURN HOME.
LET GO OF HER, NEFARIA!
OUPH!
ARE YOU MAD, IRON MAN?
YOU CAN'T STOP ME!
NO -- BUT I CAN DELAY YOU! AVENGERS --
--PILE ON!
THEY DID, WITH ALACRITY -- ALL BUT THE VISION, WHO TOOK TO THE AIR --

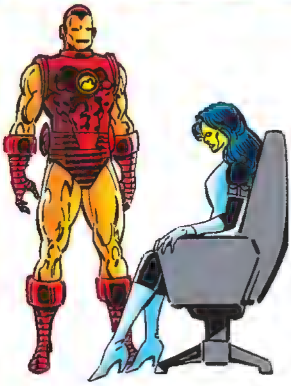

THERE YOU ARE, TRIATHLON! FALL BACK -- GET MADAME MASQUE TO SAFETY!
I GET IT. AND --
-- I'M GONE!
NO! WAIT--!
OR ... WAS THIS THE PLAN? CAPTURE ME UNDER THE GUISE OF RESCUING ME?
IT WAS SO HARD TO THINK...
AWAY!
AFTER HER, MY MINIONS!
TRIATHLON MOVED WITH BLINDING SPEED --
-- BUT GIANT LEGS AND FLIGHT KEPT OUR PURSUERS ON OUR HEELS --
-- UNTIL --
HMM.
I HAD PLANNED TO USE THIS STRATEGY AS A DELAYING TACTIC AGAINST NEFARIA. BUT ATLAS AND WONDER MAN ARE SO CLOSE TOGETHER --
-- ALL I NEED DO IS INCREASE MY DENSITY TO THE MAXIMUM, AND --
KRUMP

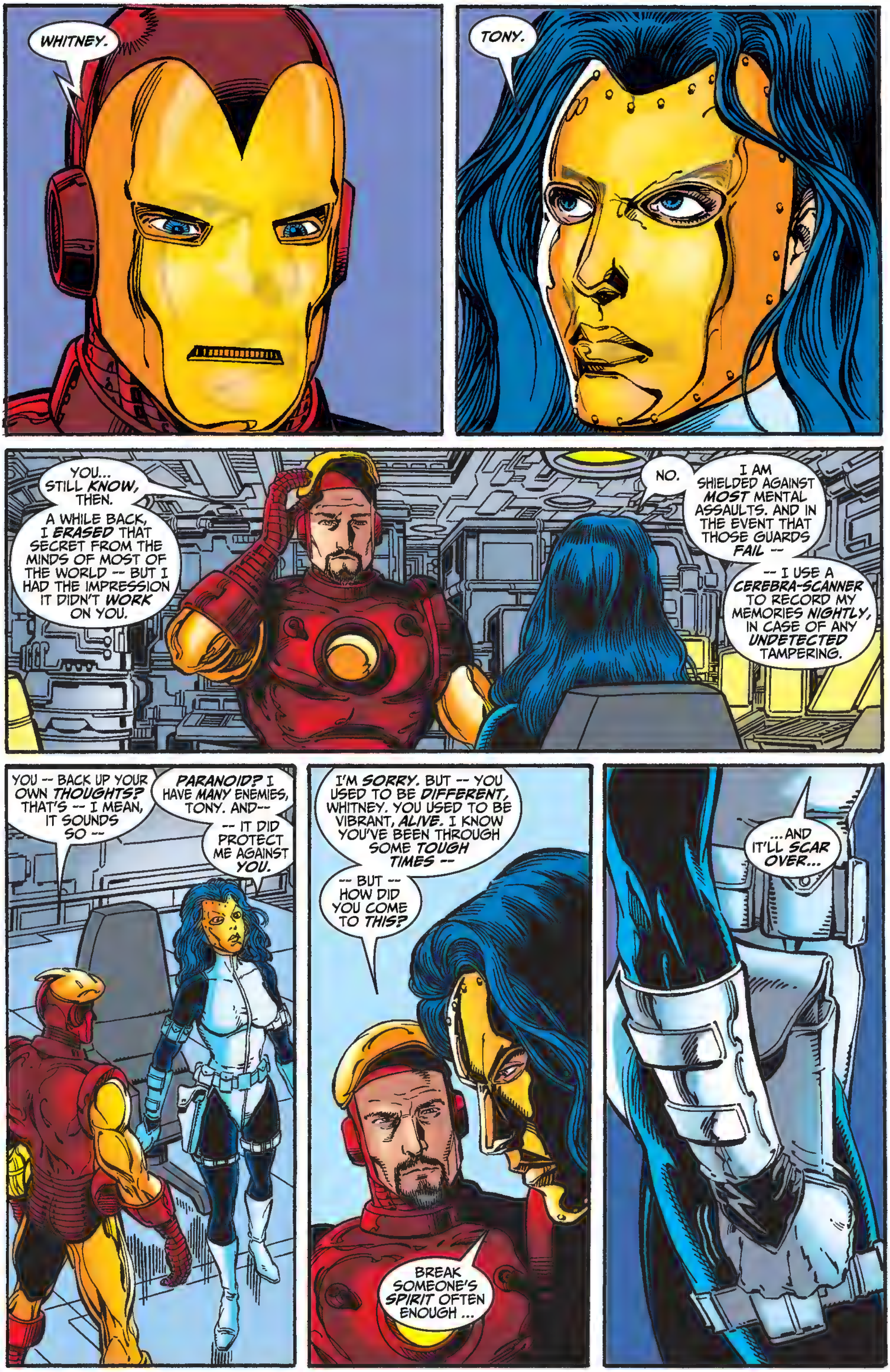

BLAST IT!
YOU... IRK ME, VISION! AND I SHALL SEE THAT YOU SUFFER FOR IT!
WRAK
UHH!
BUT -- THERE IS NO POINT TO CONTINUING THIS BATTLE IF THE OBJECTIVE IS GONE. AND IF I PURSUE HER --
-- I'M SURE YOU'LL ALL JUST BECOME TIRESOME AGAIN.
SO I'LL SIMPLY COLLECT MY SERVANTS -- AND TAKE MY LEAVE OF YOU.
IT MATTERS LITTLE IN THE LONG RUN --
-- YOU'LL ALL BE SHOWING ME THE PROPER RESPECT SOON ENOUGH!
WHOA. FAR TOO FAST TO CATCH...
JAN?
FFTTT
JUST A MINUTE, HANK. I'M JUST...
...WOW.
ANYONE SEE THE GRIM REAPER IN ALL OF THIS?

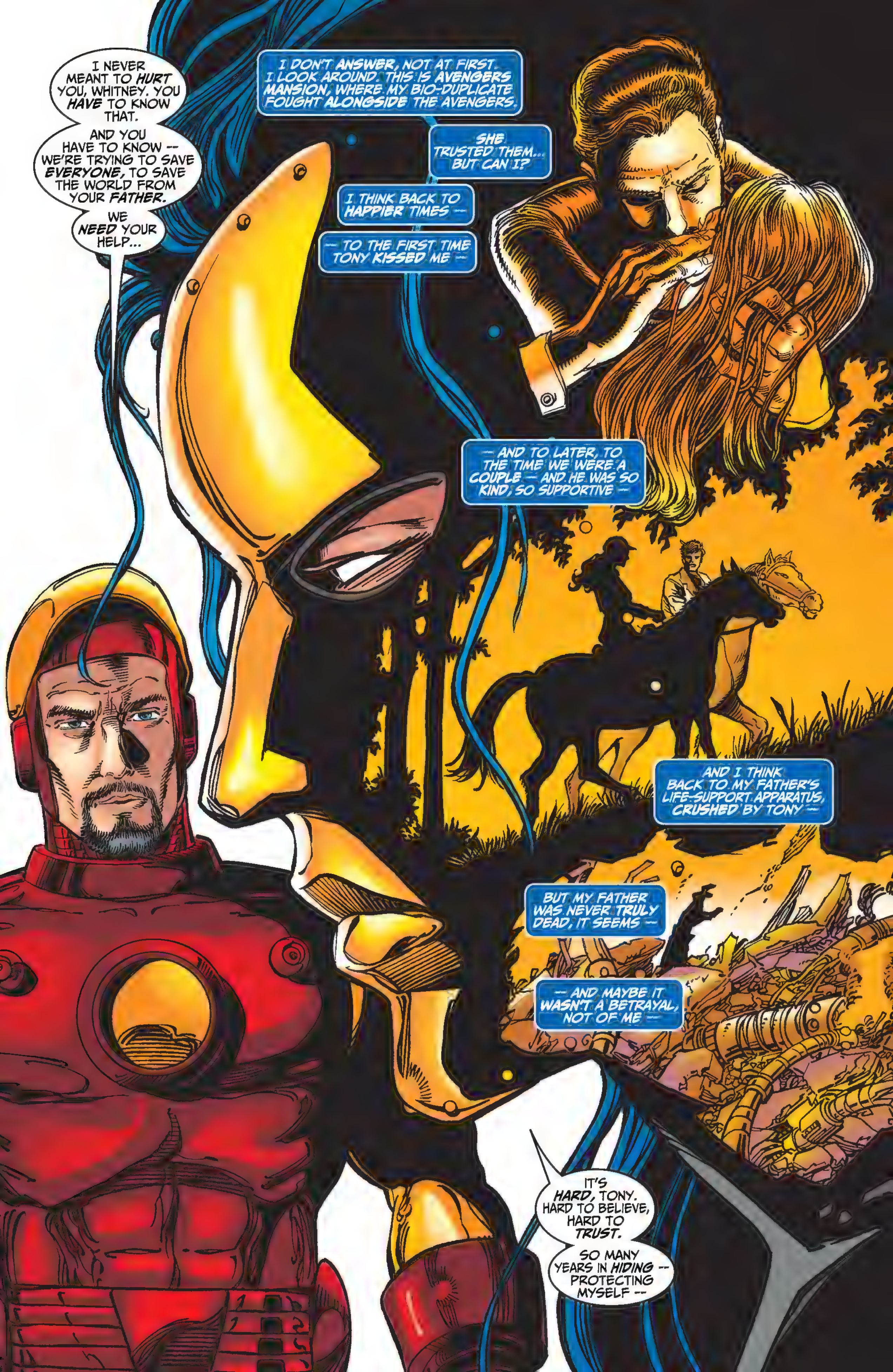

IDIOTS.
THEY CONCENTRATED SO MUCH ON THE BOSS, THEY DIDN'T SEE ME SLIP AWAY.
AND ONCE I'M AIRBORNE AND HAVE THE DEFENSIVE SHIELDS UP --
-- THEY WON'T BE ABLE TO TOUCH ME.
I'LL RENDEZVOUS WITH NEFARIA, SEE WHAT'S NEXT --
REAPER --
HUH?
PLOW
ANYONE EVER TELL YOU YOU TALK TOO MUCH?
NO? WELL --
-- SCORE ONE FOR THE GOOD GUYS, AT LEAST.
AND SO I CAME TO BE WHERE I AM NOW.
IN THE LAIR OF MY ENEMIES --

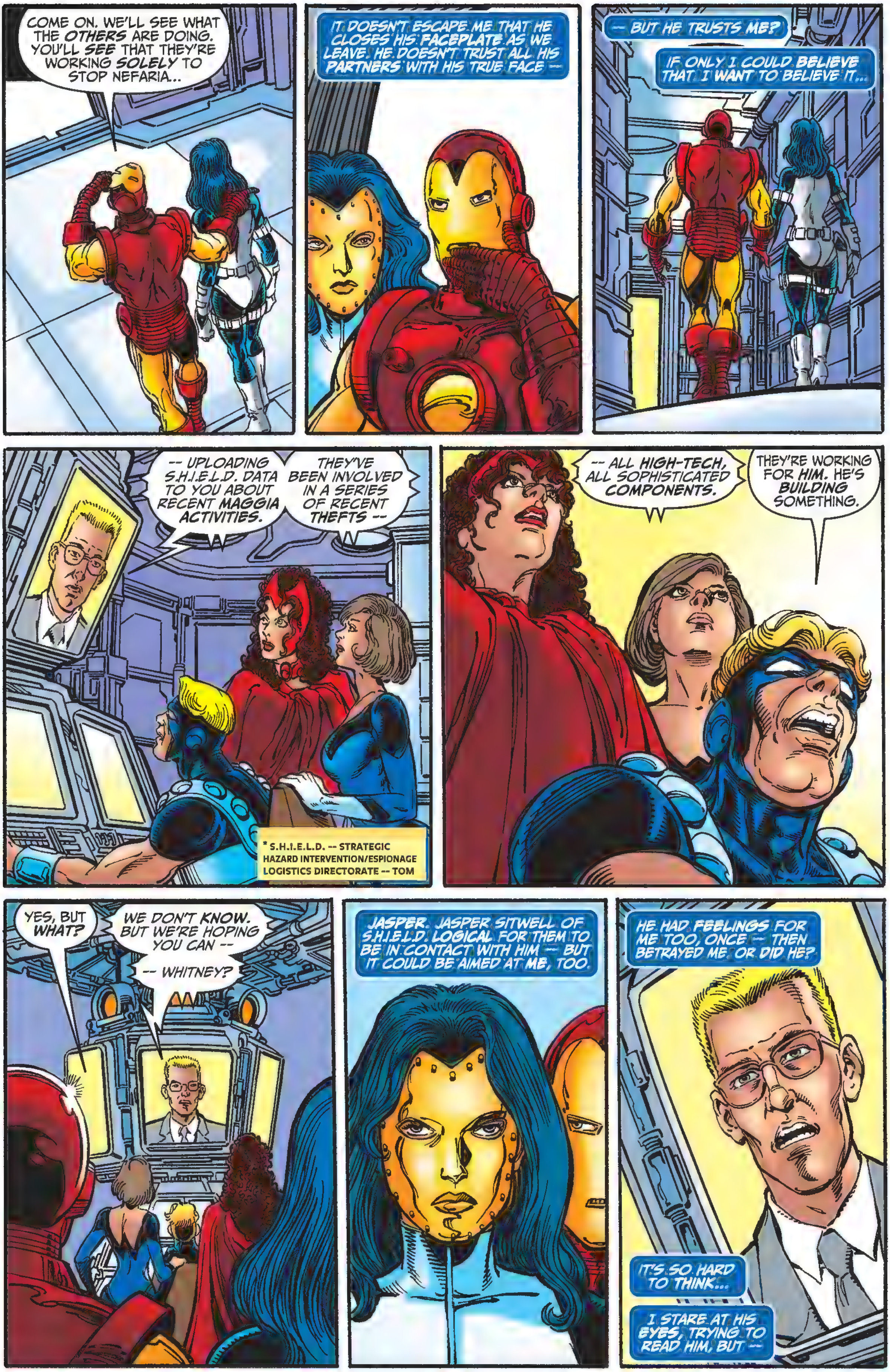

-- AND UNSURE WHETHER THEY TRULY SEEK TO HELP ME --
-- OR WHETHER THEY JUST SEEK TO TRICK ME -- TO STEAL MY SECRETS --
-- DON'T KNOW WHAT HE'S UP TO, BUT THESE NEFARIA PROTOCOLS OF YOURS, WHATEVER THEY ARE --
-- THEY MAY BE THE WORLD'S ONLY HOPE AGAINST HIM...
MADAME, BE REASONABLE -- YOU'LL BE SAVING YOURSELF AS WELL...
HAH!
GO AHEAD, MAKE NICE WITH THE CRACKPOT.
TRY TO GET HER TO SAVE THE WORLD.
REAPER -- !
IT'S NOT GONNA WORK. SHE DOESN'T HAVE ANYTHING.
NEFARIA'S GOING TO CHANGE EVERYTHING -- MAKE A COMPLETE SHIFT IN THE BALANCE OF POWER --
-- AN' THEN WE'LL SEE WHO'S ON TOP -- AND WHO GETS LOCKED UP -- !

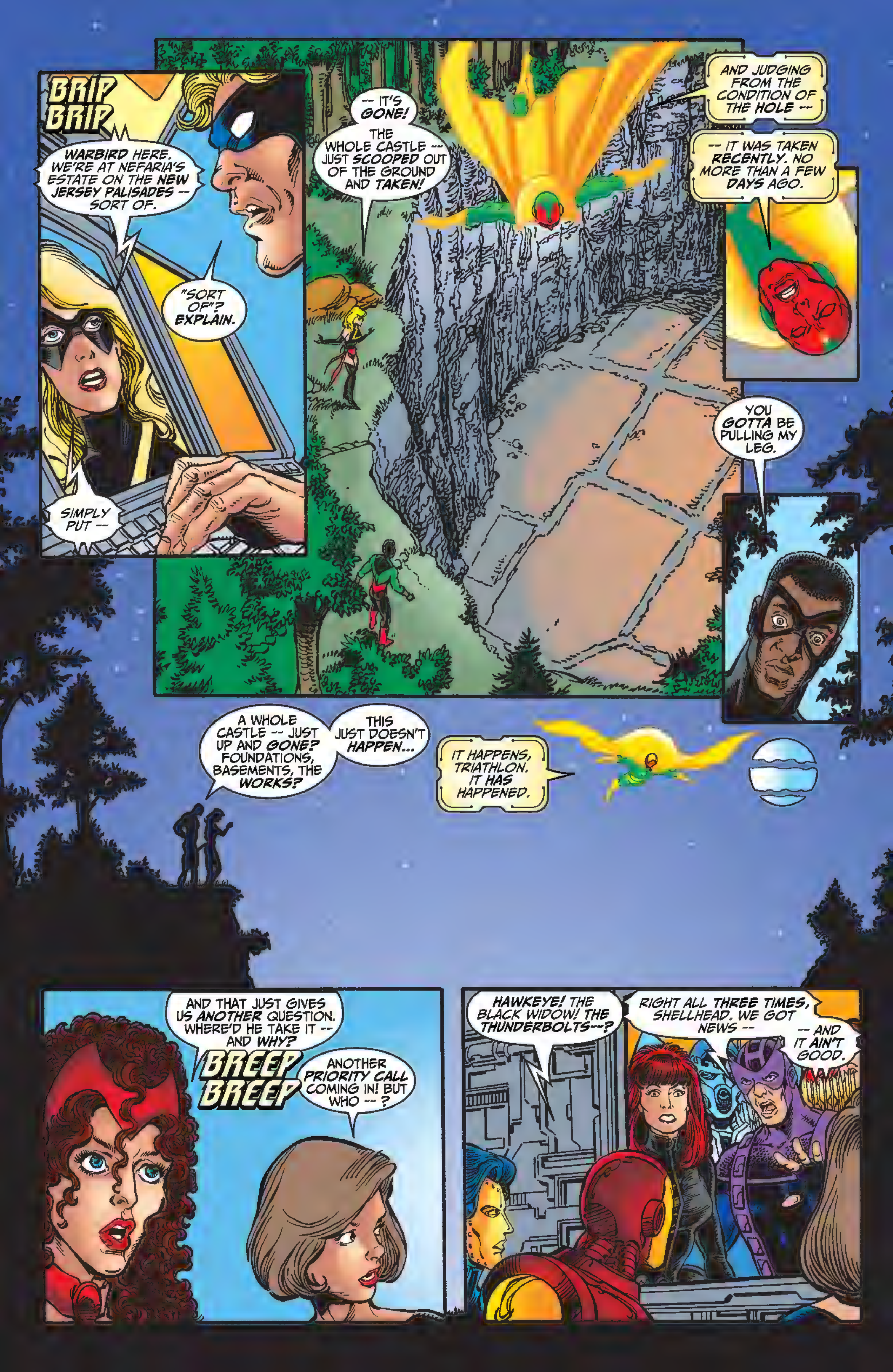

THAT'S ENOUGH OUT OF **YOU**, REAPER. IF YOU WON'T TELL US WHERE YOUR **RENDEZVOUS POINT** IS, IT'S OFF TO THE HOLDING CELLS.
KEEP TRYING TO CONVINCE **MASQUE**, IRON MAN -- THE REST OF US'LL LOOK FOR **OTHER** ROADS TO NEFARIA.
TRY ALL YOU **LIKE**, SAPS. YOU WON'T --
HEY!
JUST GET **MOVING**, TALL, DARK AND NASTY -- OR DO I CRANK UP MY **STING?**
HEY!
HEY!
I **DUNNO**, GOLIATH --
-- BUT I'M BETTIN' YOU **NEVER** FORGET TO TAKE THE GARBAGE OUT!
HM?
AH, YOU'RE NO **FUN**.
WE'LL GET SIMON **BACK**, WANDA -- SAFE AND UNHARMED. **COUNT** ON IT.
I'M NOT **WORRIED**. HE'S COME THROUGH WORSE --
-- AND THE AVENGERS WON'T **LET HIM DOWN**.
*YOUR COURAGE IS **COMMENDABLE**, WANDA, AS ALWAYS. NOW COME --*
*-- WE HAVE **MUCH** TO DO.*

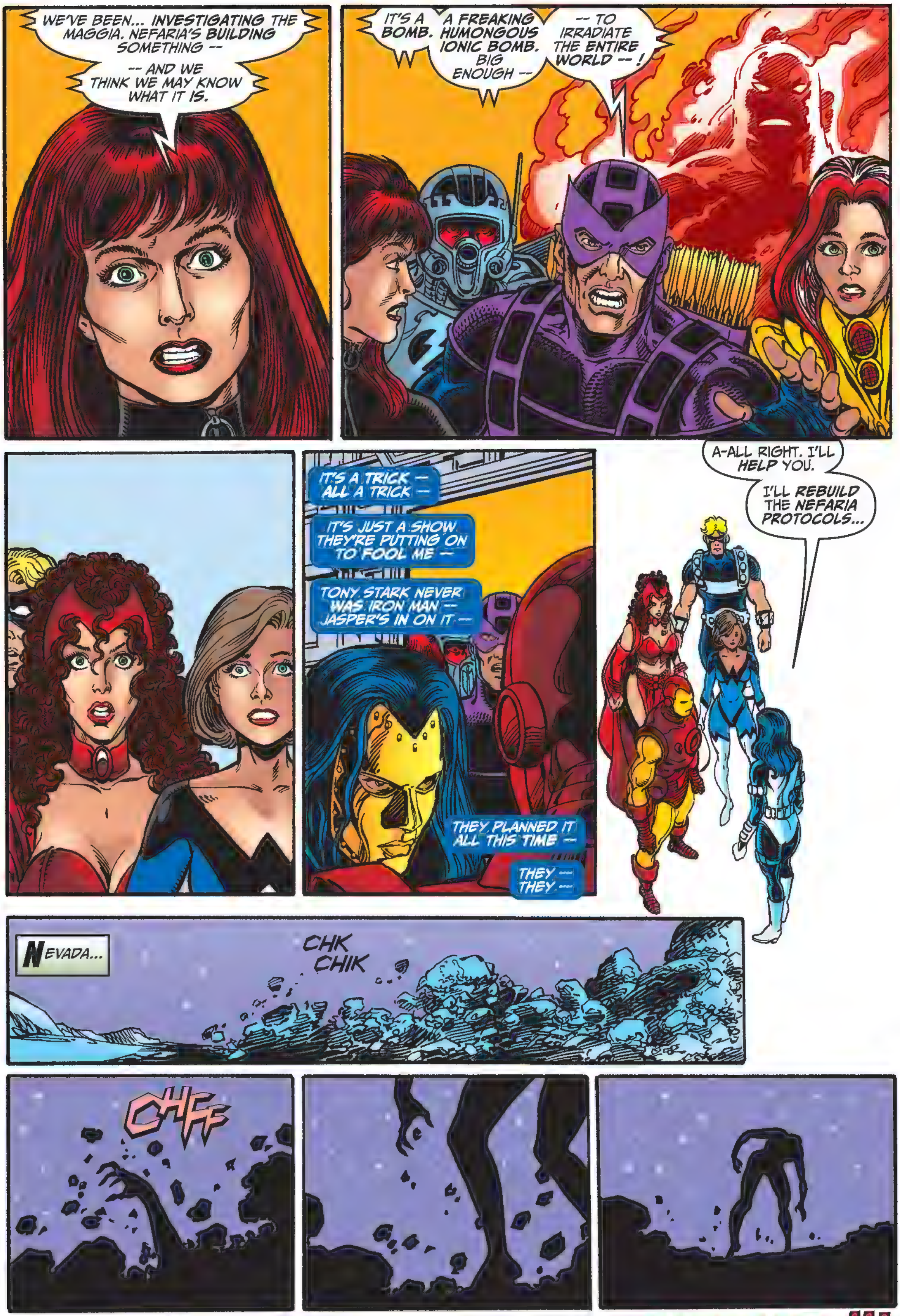



WHITNEY.
TONY.
YOU... STILL *KNOW*, THEN.
A WHILE BACK, I *ERASED* THAT SECRET FROM THE MINDS OF MOST OF THE WORLD -- BUT I HAD THE IMPRESSION IT DIDN'T *WORK* ON YOU.
NO.
I AM SHIELDED AGAINST *MOST* MENTAL ASSAULTS. AND IN THE EVENT THAT THOSE GUARDS *FAIL* --
-- I USE A *CEREBRA-SCANNER* TO RECORD MY MEMORIES *NIGHTLY*, IN CASE OF ANY *UNDETECTED* TAMPERING.
YOU -- BACK UP YOUR OWN *THOUGHTS?* THAT'S -- I MEAN, IT SOUNDS SO --
PARANOID? I HAVE *MANY* ENEMIES, TONY. AND--
-- IT DID PROTECT ME AGAINST *YOU*.
I'M *SORRY*. BUT -- YOU USED TO BE *DIFFERENT*, WHITNEY. YOU USED TO BE VIBRANT, *ALIVE*. I KNOW YOU'VE BEEN THROUGH SOME *TOUGH TIMES* --
-- BUT -- HOW DID YOU COME TO *THIS?*
BREAK SOMEONE'S *SPIRIT* OFTEN ENOUGH ...
...AND IT'LL *SCAR OVER*...


I NEVER MEANT TO *HURT* YOU, WHITNEY. YOU *HAVE* TO KNOW THAT.
AND YOU HAVE TO KNOW -- WE'RE TRYING TO SAVE *EVERYONE,* TO SAVE THE WORLD FROM YOUR *FATHER.*
WE *NEED* YOUR HELP...
I DON'T ANSWER, NOT AT FIRST. I LOOK AROUND. THIS IS AVENGERS MANSION, WHERE MY BIO-DUPLICATE FOUGHT ALONGSIDE THE AVENGERS.
SHE TRUSTED THEM... BUT CAN I?
I THINK BACK TO HAPPIER TIMES --
-- TO THE FIRST TIME TONY KISSED ME --
-- AND TO LATER, TO THE TIME WE WERE A COUPLE -- AND HE WAS SO KIND, SO SUPPORTIVE --
AND I THINK BACK TO MY FATHER'S LIFE-SUPPORT APPARATUS, CRUSHED BY TONY --
BUT MY FATHER WAS NEVER TRULY DEAD, IT SEEMS --
-- AND MAYBE IT WASN'T A BETRAYAL, NOT OF ME --
IT'S *HARD,* TONY. HARD TO BELIEVE, HARD TO *TRUST.*
SO MANY YEARS IN *HIDING* -- PROTECTING MYSELF --


COME ON. WE'LL SEE WHAT THE *OTHERS* ARE DOING. YOU'LL *SEE* THAT THEY'RE WORKING *SOLELY* TO STOP NEFARIA...
IT DOESN'T ESCAPE ME THAT HE CLOSES HIS FACEPLATE AS WE LEAVE. HE DOESN'T TRUST ALL HIS PARTNERS WITH HIS TRUE FACE --
-- BUT HE TRUSTS ME?
IF ONLY I COULD BELIEVE THAT I WANT TO BELIEVE IT...
-- UPLOADING S.H.I.E.L.D. DATA TO YOU ABOUT RECENT *MAGGIA* ACTIVITIES.
THEY'VE BEEN INVOLVED IN A SERIES OF RECENT *THEFTS* --
* S.H.I.E.L.D. -- STRATEGIC HAZARD INTERVENTION/ESPIONAGE LOGISTICS DIRECTORATE -- TOM
-- ALL *HIGH-TECH,* ALL SOPHISTICATED *COMPONENTS.*
THEY'RE WORKING FOR *HIM.* HE'S *BUILDING* SOMETHING.
YES, BUT *WHAT?*
WE DON'T *KNOW.* BUT WE'RE HOPING YOU CAN --
-- WHITNEY?
JASPER. JASPER SITWELL OF S.H.I.E.L.D. LOGICAL FOR THEM TO BE IN CONTACT WITH HIM -- BUT IT COULD BE AIMED AT *ME,* TOO.
HE HAD FEELINGS FOR ME TOO, ONCE -- THEN BETRAYED ME. OR DID HE?
IT'S SO HARD TO THINK...
I STARE AT HIS EYES, TRYING TO READ HIM, BUT --


BRIP BRIP
WARBIRD HERE. WE'RE AT NEFARIA'S ESTATE ON THE NEW JERSEY PALISADES -- SORT OF.
"SORT OF"? EXPLAIN.
SIMPLY PUT --
-- IT'S GONE! THE WHOLE CASTLE -- JUST SCOOPED OUT OF THE GROUND AND TAKEN!
AND JUDGING FROM THE CONDITION OF THE HOLE --
-- IT WAS TAKEN RECENTLY. NO MORE THAN A FEW DAYS AGO.
YOU GOTTA BE PULLING MY LEG.
A WHOLE CASTLE -- JUST UP AND GONE? FOUNDATIONS, BASEMENTS, THE WORKS?
THIS JUST DOESN'T HAPPEN...
IT HAPPENS, TRIATHLON. IT HAS HAPPENED.
AND THAT JUST GIVES US ANOTHER QUESTION. WHERE'D HE TAKE IT -- AND WHY?
BREEP BREEP
ANOTHER PRIORITY CALL COMING IN! BUT WHO -- ?
HAWKEYE! THE BLACK WIDOW! THE THUNDERBOLTS--?
RIGHT ALL THREE TIMES, SHELLHEAD. WE GOT NEWS --
-- AND IT AIN'T GOOD.


WE'VE BEEN... INVESTIGATING THE MAGGIA. NEFARIA'S BUILDING SOMETHING --
-- AND WE THINK WE MAY KNOW WHAT IT IS.
IT'S A BOMB.
A FREAKING HUMONGOUS IONIC BOMB. BIG ENOUGH --
-- TO IRRADIATE THE ENTIRE WORLD -- !
IT'S A TRICK -- ALL A TRICK --
IT'S JUST A SHOW THEY'RE PUTTING ON TO FOOL ME --
TONY STARK NEVER WAS IRON MAN -- JASPER'S IN ON IT --
THEY PLANNED IT ALL THIS TIME --
THEY -- THEY --
A-ALL RIGHT. I'LL HELP YOU.
I'LL REBUILD THE NEFARIA PROTOCOLS...
NEVADA...
CHK CHIK
CHFF

NEXT: THE T-BOLTS AND THE AVENGERS -- TOGETHER AGAINST NEFARIA IN THUNDERBOLTS #44!
AND THEN BACK HERE FOR OUR DOUBLE-SIZED FINALE! DON'T MISS IT!

MARVEL COMICS
APPROVED BY THE COMICS CODE AUTHORITY
#44
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CAN THE
THUNDERBOLTS
AND THE AVENGERS THWART THE POWER OF
NEFARIA?
NO!
BAGLEY/ADAMS
NICIEZA
BAGLEY
ADAMS
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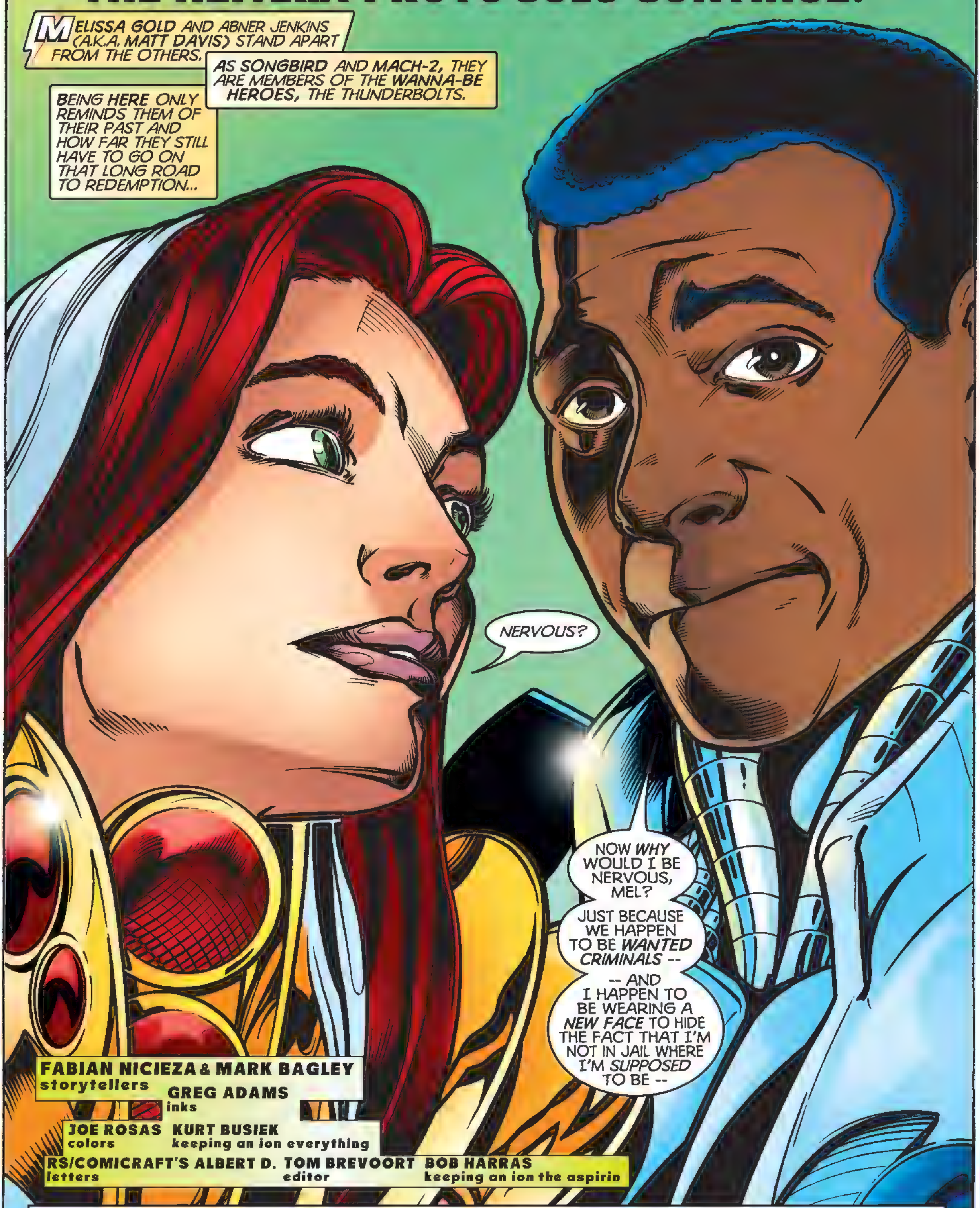
Once they were the World's Latest Super Hero Team! But then, their Darkest Secret -- that they were secretly The Masters of Evil -- came to light! Now they are on the run, hunted by those they once protected! And they wonder: is it possible for Hardened Criminals to find Redemption? Or must they return to their lives Outside the Law? Stan Lee Presents: The Thunderbolts!

KEEPING AN ION THE CROWD!

THE NEFARIA PROTOCOLS CONTINUE!


MELISSA GOLD AND ABNER JENKINS (A.K.A. MATT DAVIS) STAND APART FROM THE OTHERS.
AS SONGBIRD AND MACH-2, THEY ARE MEMBERS OF THE WANNA-BE HEROES, THE THUNDERBOLTS.
BEING HERE ONLY REMINDS THEM OF THEIR PAST AND HOW FAR THEY STILL HAVE TO GO ON THAT LONG ROAD TO REDEMPTION...
NERVOUS?
NOW WHY WOULD I BE NERVOUS, MEL?
JUST BECAUSE WE HAPPEN TO BE WANTED CRIMINALS --
-- AND I HAPPEN TO BE WEARING A NEW FACE TO HIDE THE FACT THAT I'M NOT IN JAIL WHERE I'M SUPPOSED TO BE --

FABIAN NICIEZA & MARK BAGLEY storytellers
GREG ADAMS inks
JOE ROSAS colors
KURT BUSIEK keeping an ion everything
RS/COMICRAFT'S ALBERT D. letters
TOM BREVOORT editor
BOB HARRAS keeping an ion the aspirin

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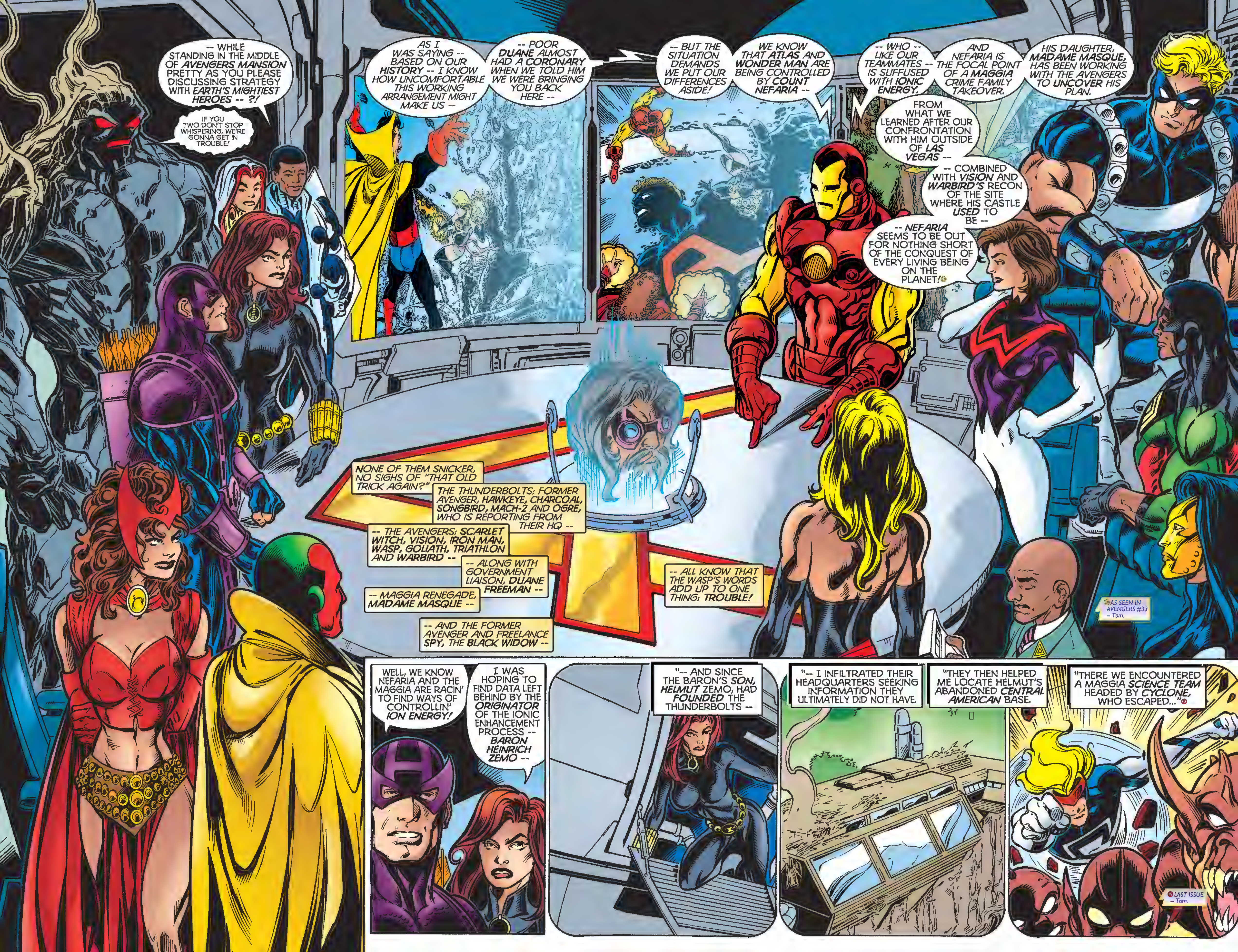
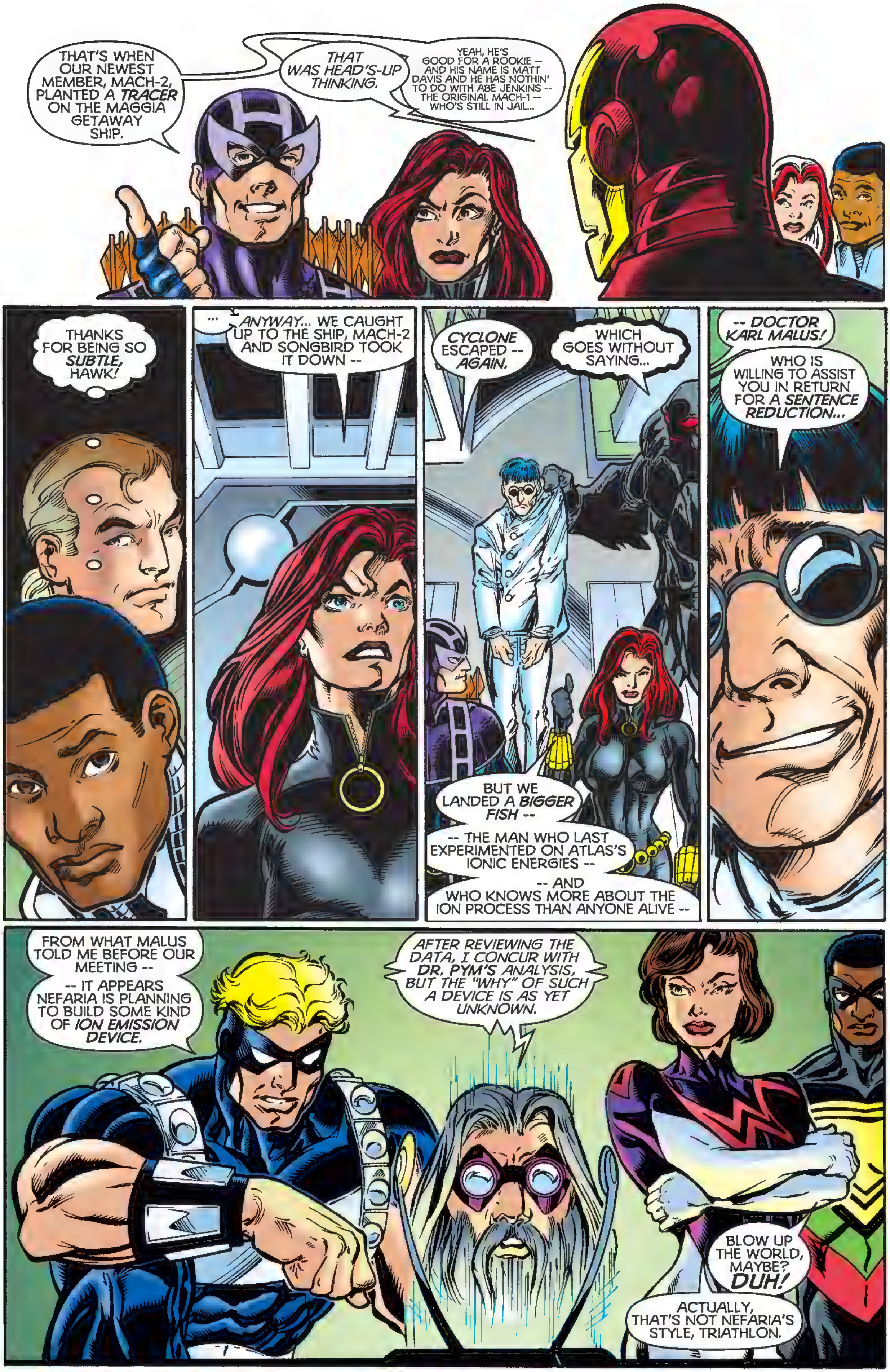
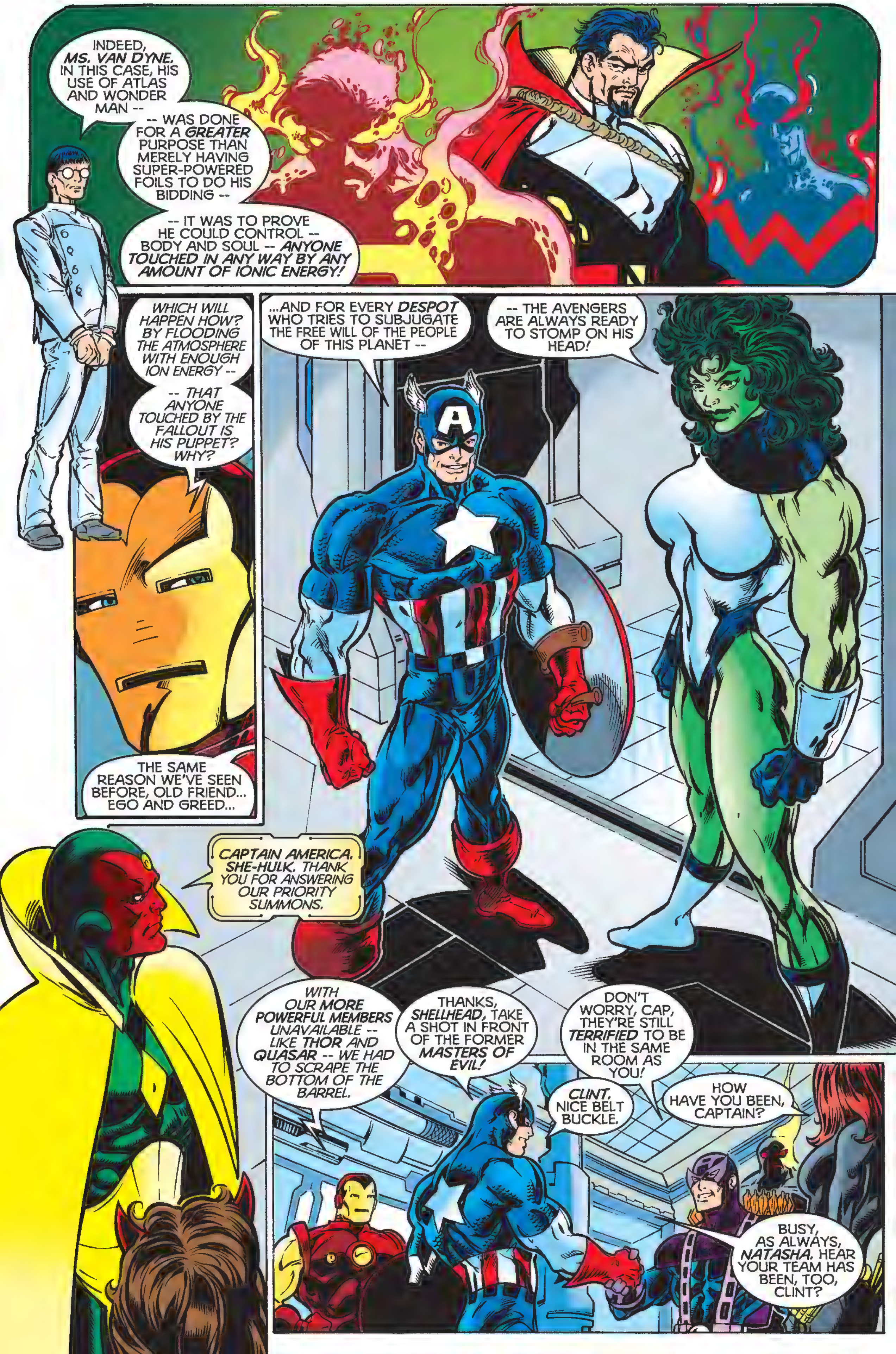
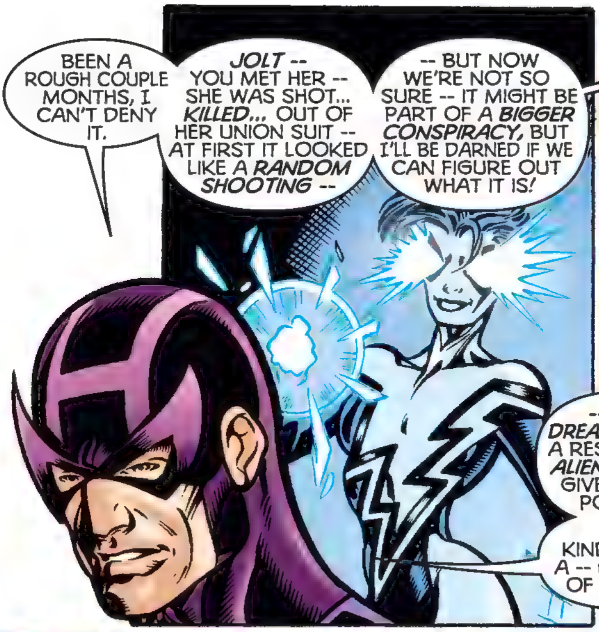
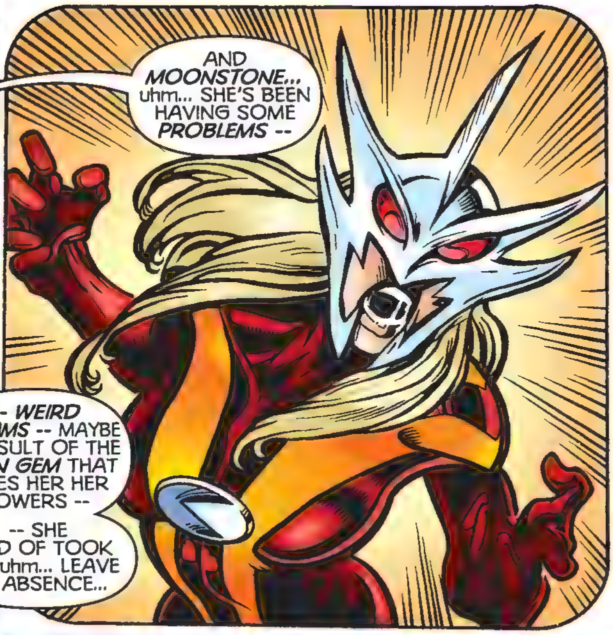
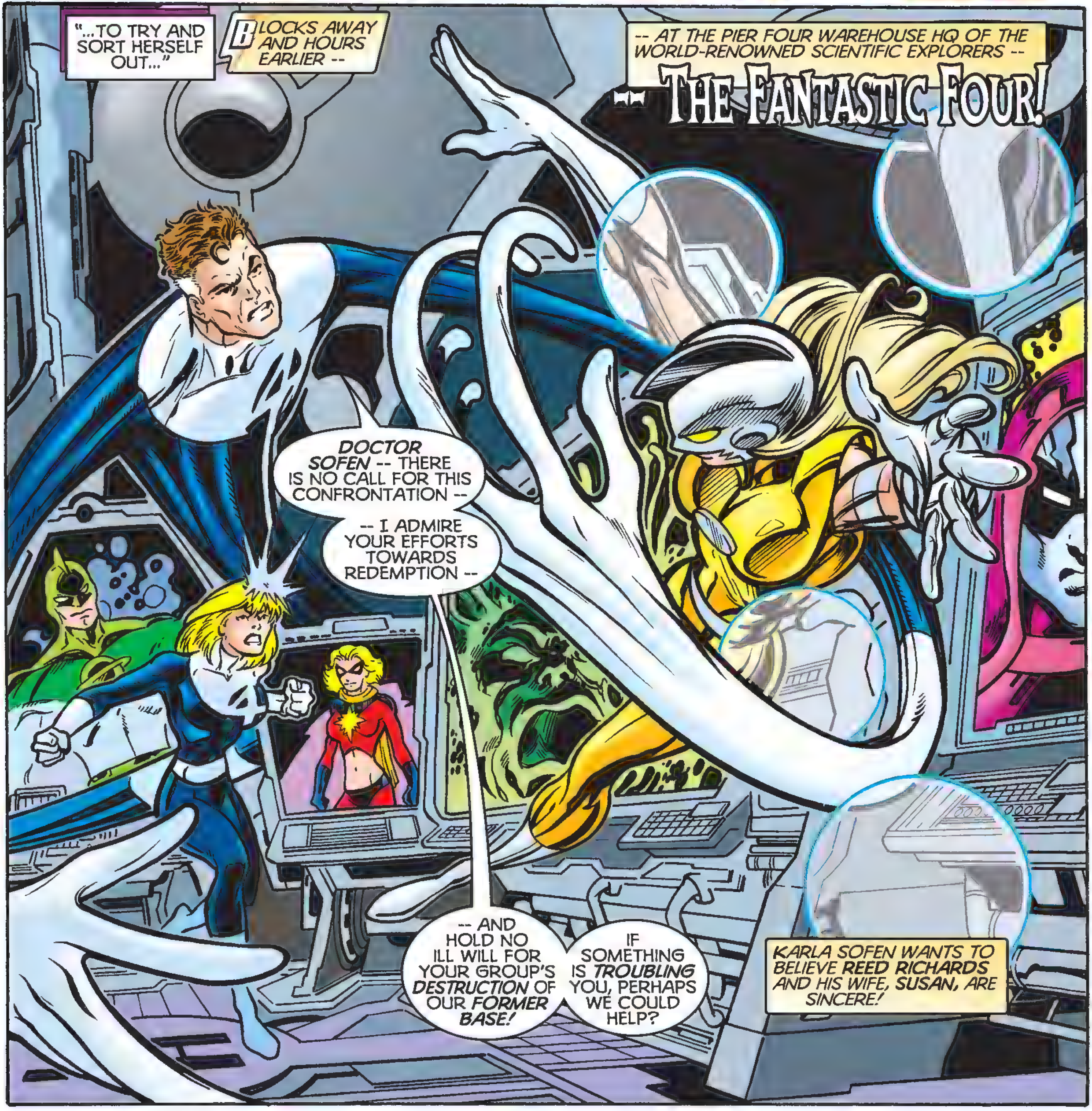

-- WHILE STANDING IN THE MIDDLE OF AVENGERS MANSION PRETTY AS YOU PLEASE DISCUSSING STRATEGY WITH EARTH'S MIGHTIEST HEROES -- ?!
IF YOU TWO DON'T STOP WHISPERING, WE'RE GONNA GET IN TROUBLE!
AS I WAS SAYING -- BASED ON OUR HISTORY -- I KNOW HOW UNCOMFORTABLE THIS WORKING ARRANGEMENT MIGHT MAKE US --
-- POOR DUANE ALMOST HAD A CORONARY WHEN WE TOLD HIM WE WERE BRINGING YOU BACK HERE --
-- BUT THE SITUATION DEMANDS WE PUT OUR DIFFERENCES ASIDE!
WE KNOW THAT ATLAS AND WONDER MAN ARE BEING CONTROLLED BY COUNT NEFARIA --
-- WHO -- LIKE OUR TEAMMATES -- IS SUFFUSED WITH IONIC ENERGY.
AND NEFARIA IS THE FOCAL POINT OF A MAGGIA CRIME FAMILY TAKEOVER.
HIS DAUGHTER, MADAME MASQUE, HAS BEEN WORKING WITH THE AVENGERS TO UNCOVER HIS PLAN.
FROM WHAT WE LEARNED AFTER OUR CONFRONTATION WITH HIM OUTSIDE OF LAS VEGAS --
-- COMBINED WITH VISION AND WARBIRD'S RECON OF THE SITE WHERE HIS CASTLE USED TO BE --
-- NEFARIA SEEMS TO BE OUT FOR NOTHING SHORT OF THE CONQUEST OF EVERY LIVING BEING ON THE PLANET!
NONE OF THEM SNICKER, NO SIGHS OF "THAT OLD TRICK AGAIN?"
THE THUNDERBOLTS: FORMER AVENGER, HAWKEYE, CHARCOAL, SONGBIRD, MACH-2 AND OGRE, WHO IS REPORTING FROM THEIR HQ --
-- THE AVENGERS: SCARLET WITCH, VISION, IRON MAN, WASP, GOLIATH, TRIATHLON AND WARBIRD --
-- ALONG WITH GOVERNMENT LIAISON, DUANE FREEMAN --
-- MAGGIA RENEGADE, MADAME MASQUE --
-- AND THE FORMER AVENGER AND FREELANCE SPY, THE BLACK WIDOW --
-- ALL KNOW THAT THE WASP'S WORDS ADD UP TO ONE THING: TROUBLE!
AS SEEN IN AVENGERS #33 – Tom.
WELL, WE KNOW NEFARIA AND THE MAGGIA ARE RACIN' TO FIND WAYS OF CONTROLLIN' ION ENERGY!
I WAS HOPING TO FIND DATA LEFT BEHIND BY THE ORIGINATOR OF THE IONIC ENHANCEMENT PROCESS -- BARON HEINRICH ZEMO --
"-- AND SINCE THE BARON'S SON, HELMUT ZEMO, HAD FOUNDED THE THUNDERBOLTS --
"-- I INFILTRATED THEIR HEADQUARTERS SEEKING INFORMATION THEY ULTIMATELY DID NOT HAVE.
"THEY THEN HELPED ME LOCATE HELMUT'S ABANDONED CENTRAL AMERICAN BASE.
"THERE WE ENCOUNTERED A MAGGIA SCIENCE TEAM HEADED BY CYCLONE, WHO ESCAPED..."
LAST ISSUE – Tom.

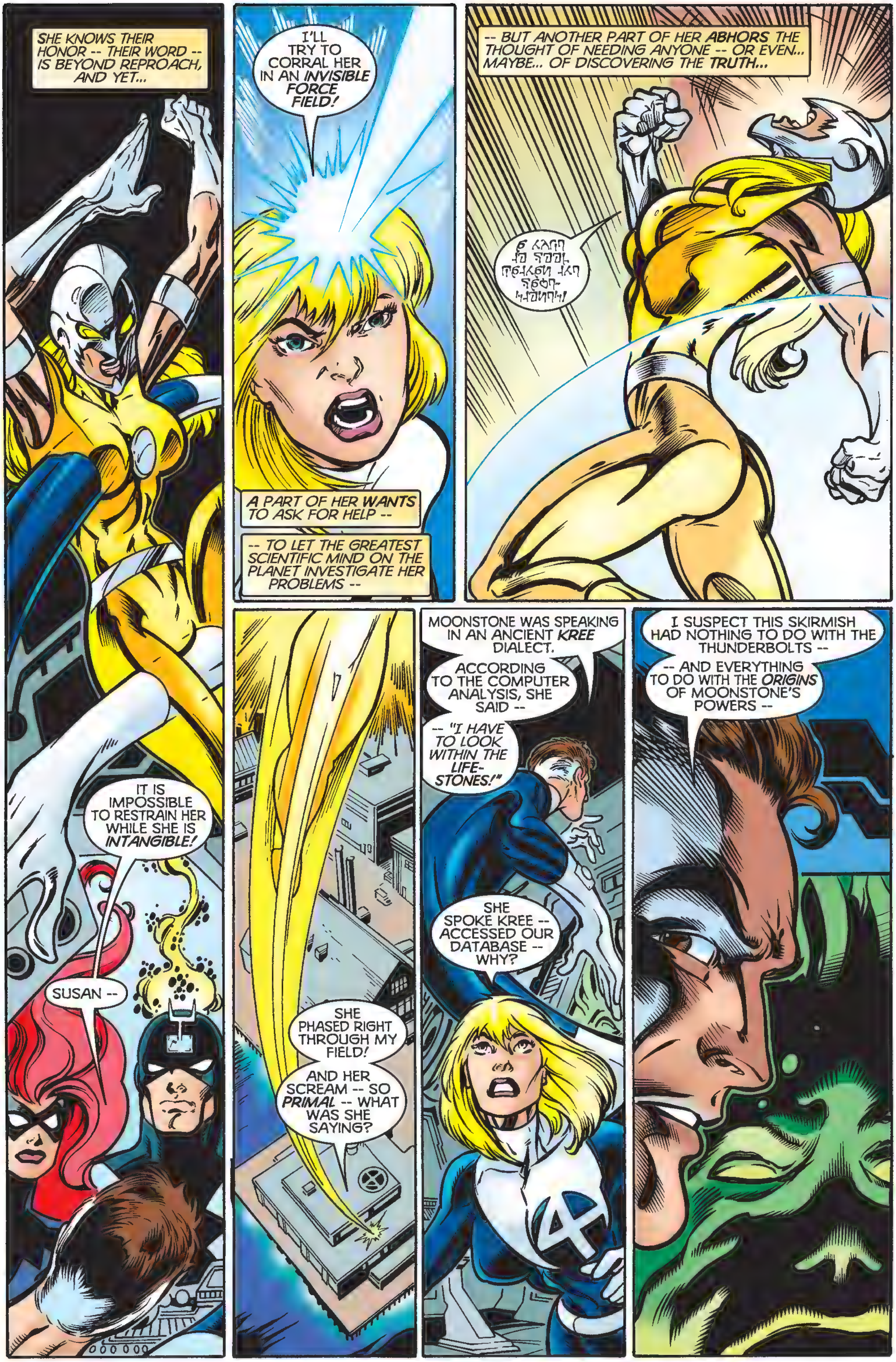

THAT'S WHEN OUR NEWEST MEMBER, MACH-2, PLANTED A *TRACER* ON THE MAGGIA GETAWAY SHIP.
THAT WAS HEAD'S-UP THINKING.
YEAH, HE'S GOOD FOR A ROOKIE -- AND HIS NAME IS MATT DAVIS AND HE HAS NOTHIN' TO DO WITH ABE JENKINS -- THE ORIGINAL MACH-1 -- WHO'S STILL IN JAIL...
THANKS FOR BEING SO *SUBTLE,* HAWK!
...
ANYWAY... WE CAUGHT UP TO THE SHIP, MACH-2 AND SONGBIRD TOOK IT DOWN --
CYCLONE ESCAPED -- ***AGAIN.***
WHICH GOES WITHOUT SAYING...
BUT WE LANDED A ***BIGGER FISH*** --
-- THE MAN WHO LAST EXPERIMENTED ON ATLAS'S IONIC ENERGIES --
-- AND WHO KNOWS MORE ABOUT THE ION PROCESS THAN ANYONE ALIVE --
-- ***DOCTOR KARL MALUS!***
WHO IS WILLING TO ASSIST YOU IN RETURN FOR A ***SENTENCE REDUCTION...***
FROM WHAT MALUS TOLD ME BEFORE OUR MEETING --
-- IT APPEARS NEFARIA IS PLANNING TO BUILD SOME KIND OF ***ION EMISSION DEVICE.***
*AFTER REVIEWING THE DATA, I CONCUR WITH **DR. PYM'S** ANALYSIS, BUT THE "WHY" OF SUCH A DEVICE IS AS YET UNKNOWN.*
BLOW UP THE WORLD, MAYBE? ***DUH!***
ACTUALLY, THAT'S NOT NEFARIA'S STYLE, TRIATHLON.

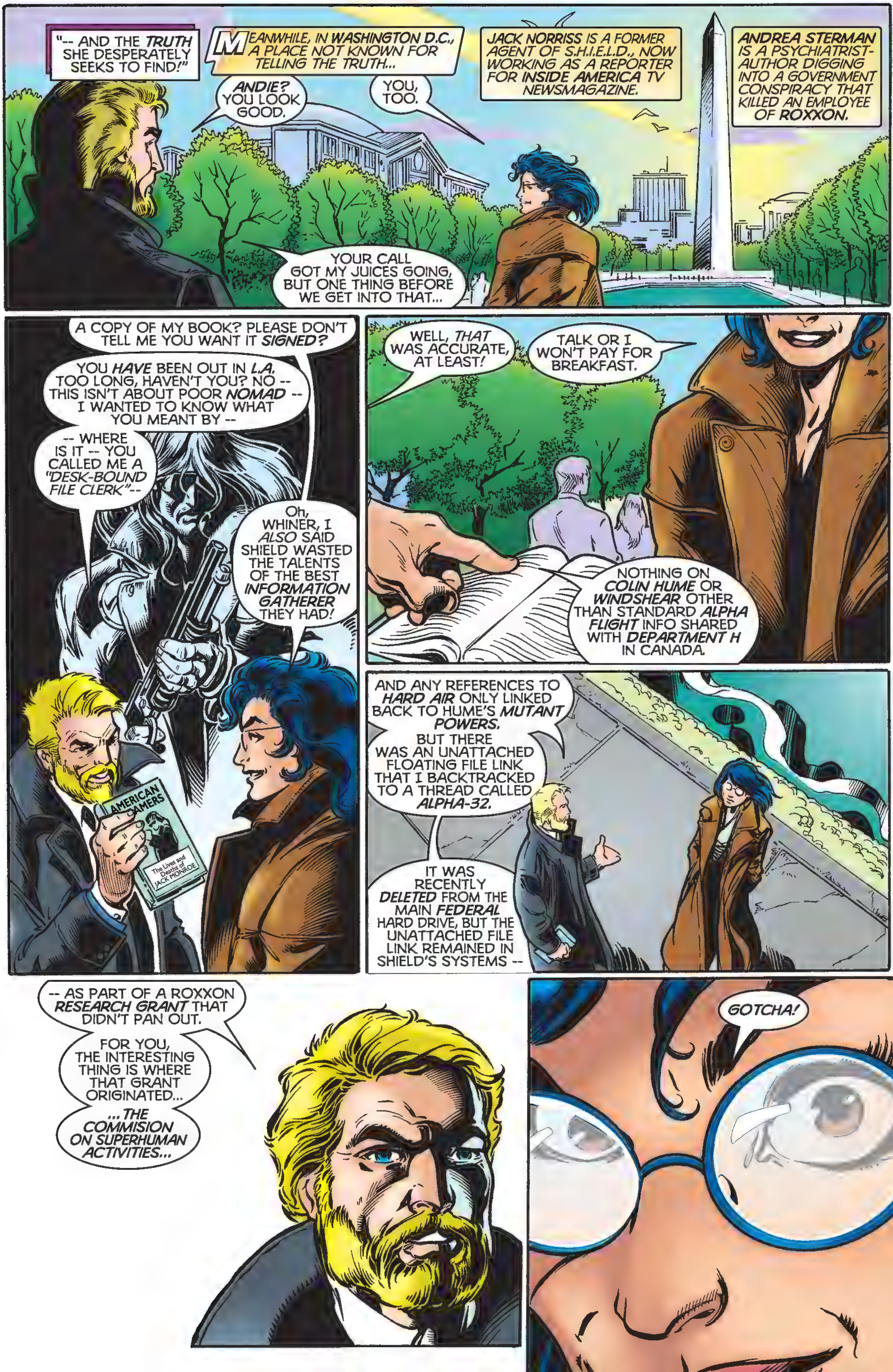

INDEED, ***MS. VAN DYNE.*** IN THIS CASE, HIS USE OF ATLAS AND WONDER MAN --
-- WAS DONE FOR A ***GREATER*** PURPOSE THAN MERELY HAVING SUPER-POWERED FOILS TO DO HIS BIDDING --
-- IT WAS TO PROVE HE COULD CONTROL -- BODY AND SOUL -- ***ANYONE TOUCHED IN ANY WAY BY ANY AMOUNT OF IONIC ENERGY!***
WHICH WILL HAPPEN HOW? BY FLOODING THE ATMOSPHERE WITH ENOUGH ION ENERGY --
-- THAT ANYONE TOUCHED BY THE FALLOUT IS HIS PUPPET? WHY?
THE SAME REASON WE'VE SEEN BEFORE, OLD FRIEND... EGO AND GREED...
...AND FOR EVERY ***DESPOT*** WHO TRIES TO SUBJUGATE THE FREE WILL OF THE PEOPLE OF THIS PLANET --
-- THE AVENGERS ARE ALWAYS READY TO STOMP ON HIS HEAD!
CAPTAIN AMERICA. SHE-HULK. THANK YOU FOR ANSWERING OUR PRIORITY SUMMONS.
*WITH OUR **MORE POWERFUL** MEMBERS UNAVAILABLE -- LIKE **THOR** AND **QUASAR** -- WE HAD TO SCRAPE THE BOTTOM OF THE BARREL.*
THANKS, ***SHELLHEAD,*** TAKE A SHOT IN FRONT OF THE FORMER ***MASTERS OF EVIL!***
DON'T WORRY, CAP, THEY'RE STILL ***TERRIFIED*** TO BE IN THE SAME ROOM AS YOU!
CLINT. NICE BELT BUCKLE.
HOW HAVE YOU BEEN, CAPTAIN?
BUSY, AS ALWAYS, ***NATASHA.*** HEAR YOUR TEAM HAS BEEN, TOO, CLINT?

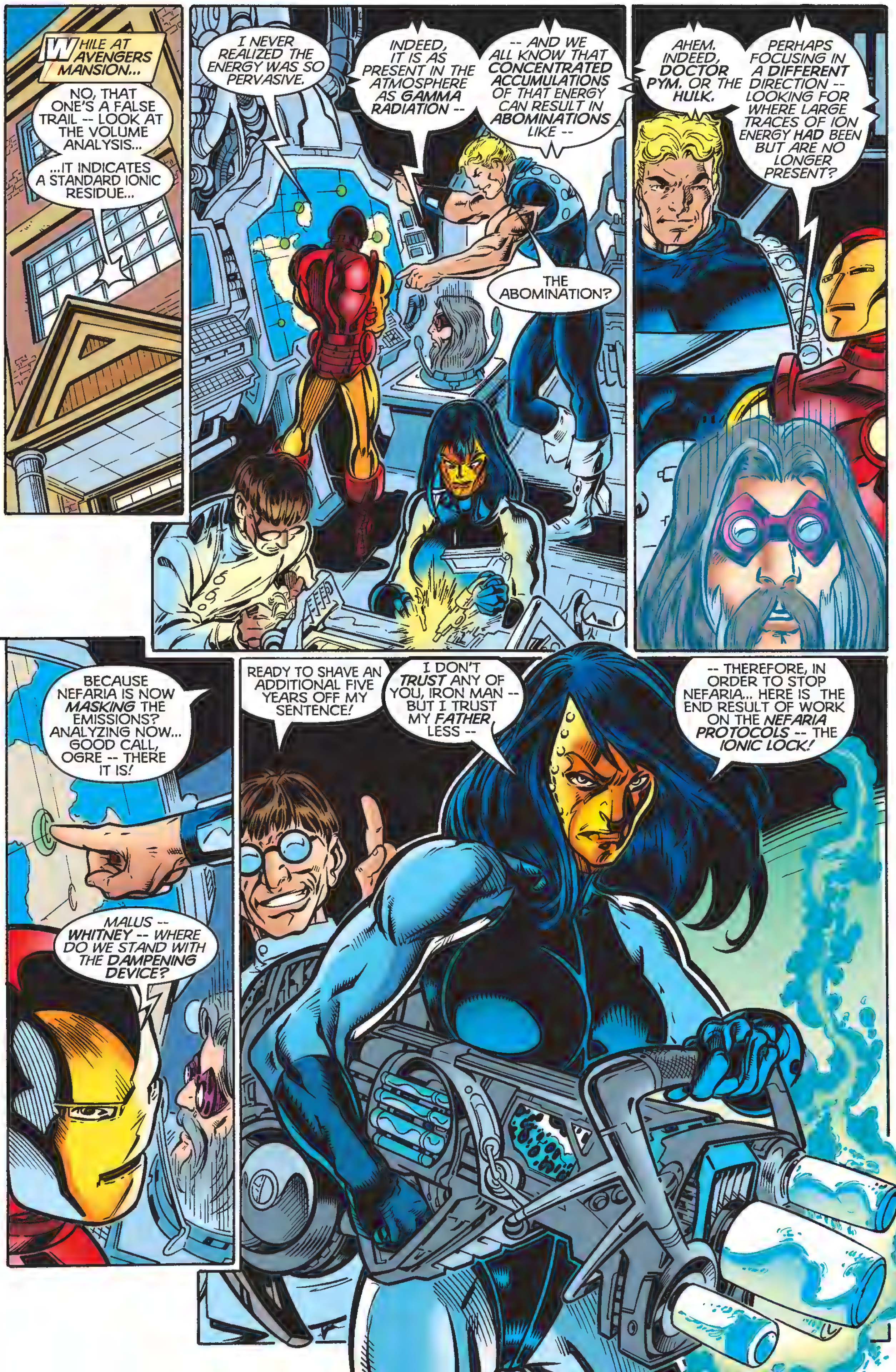

BEEN A ROUGH COUPLE MONTHS, I CAN'T DENY IT.
JOLT -- YOU MET HER -- SHE WAS SHOT... *KILLED...* OUT OF HER UNION SUIT -- AT FIRST IT LOOKED LIKE A *RANDOM SHOOTING* --
-- BUT NOW WE'RE NOT SO SURE -- IT MIGHT BE PART OF A *BIGGER CONSPIRACY,* BUT I'LL BE DARNED IF WE CAN FIGURE OUT WHAT IT IS!

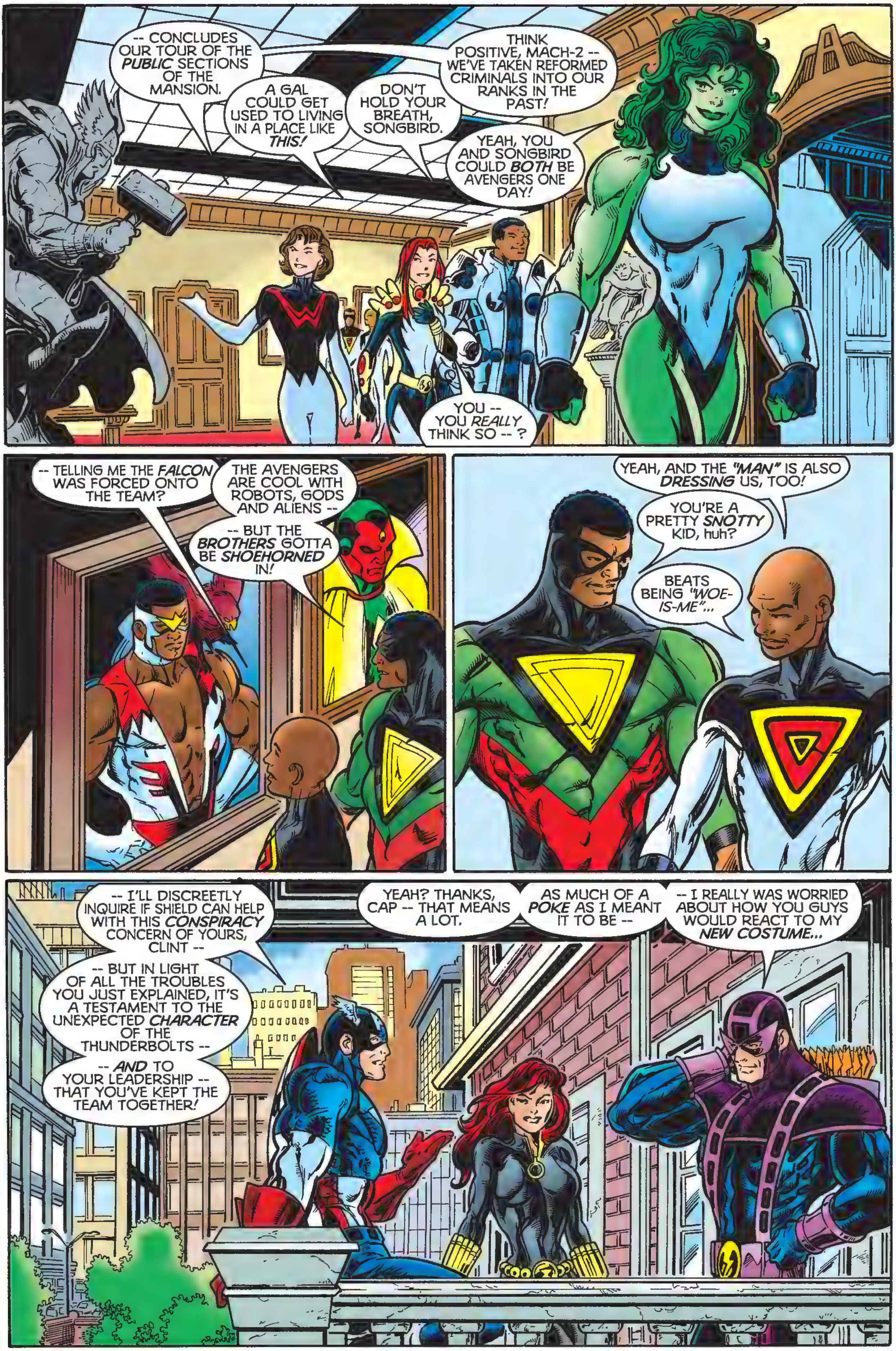

AND *MOONSTONE...* uhm... SHE'S BEEN HAVING SOME *PROBLEMS* --
-- *WEIRD DREAMS* -- MAYBE A RESULT OF THE *ALIEN GEM* THAT GIVES HER HER POWERS --
-- SHE KIND OF TOOK A -- uhm... LEAVE OF ABSENCE...

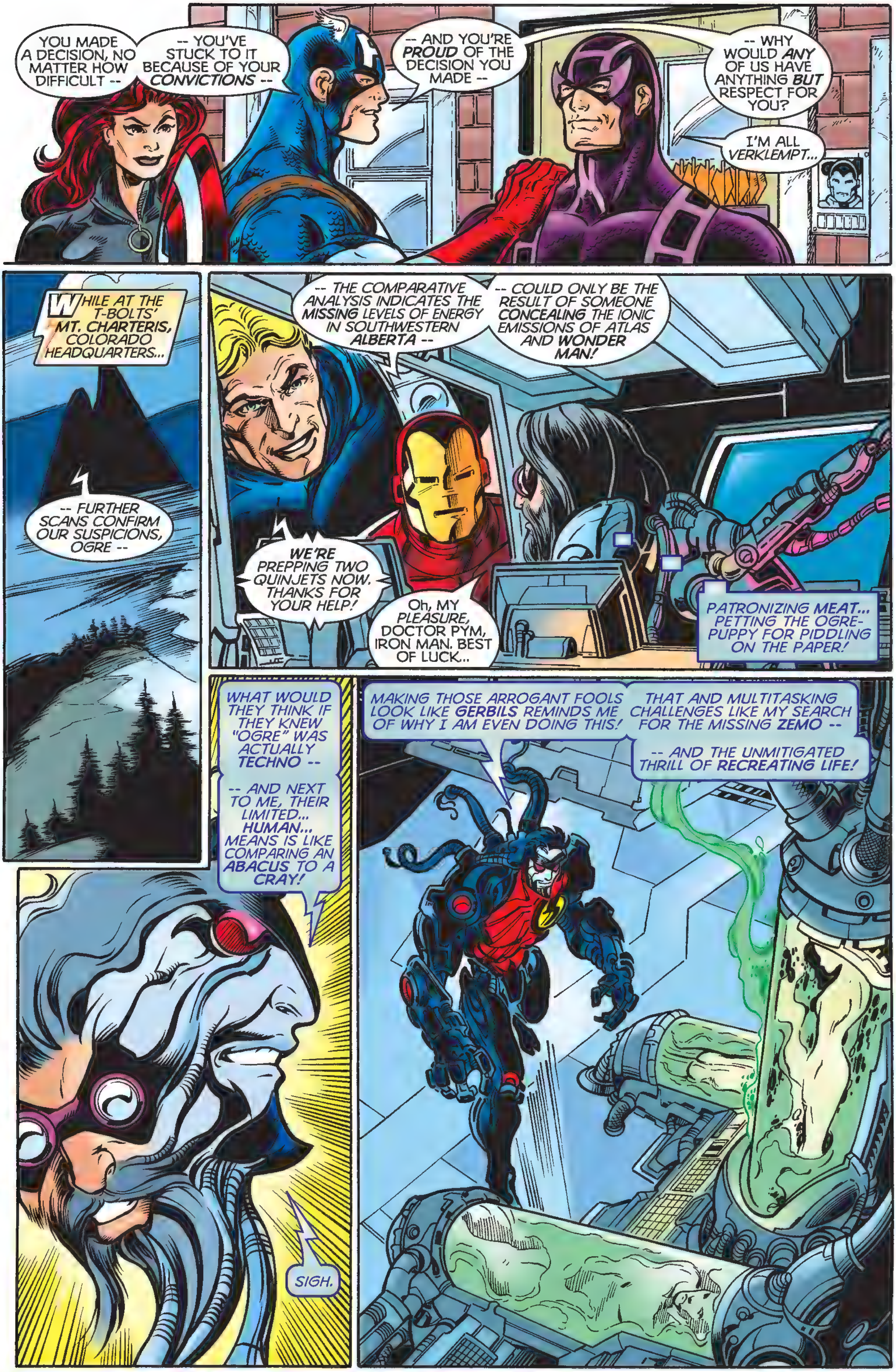

"...TO TRY AND SORT HERSELF OUT..."
BLOCKS AWAY AND HOURS EARLIER --
-- AT THE PIER FOUR WAREHOUSE HQ OF THE WORLD-RENOWNED SCIENTIFIC EXPLORERS --
-- THE FANTASTIC FOUR!
DOCTOR SOFEN -- THERE IS NO CALL FOR THIS CONFRONTATION --
-- I ADMIRE YOUR EFFORTS TOWARDS REDEMPTION --
-- AND HOLD NO ILL WILL FOR YOUR GROUP'S *DESTRUCTION* OF OUR *FORMER BASE!*
IF SOMETHING IS *TROUBLING* YOU, PERHAPS WE COULD HELP?
*KARLA SOFEN WANTS TO BELIEVE **REED RICHARDS** AND HIS WIFE, **SUSAN,** ARE SINCERE!*

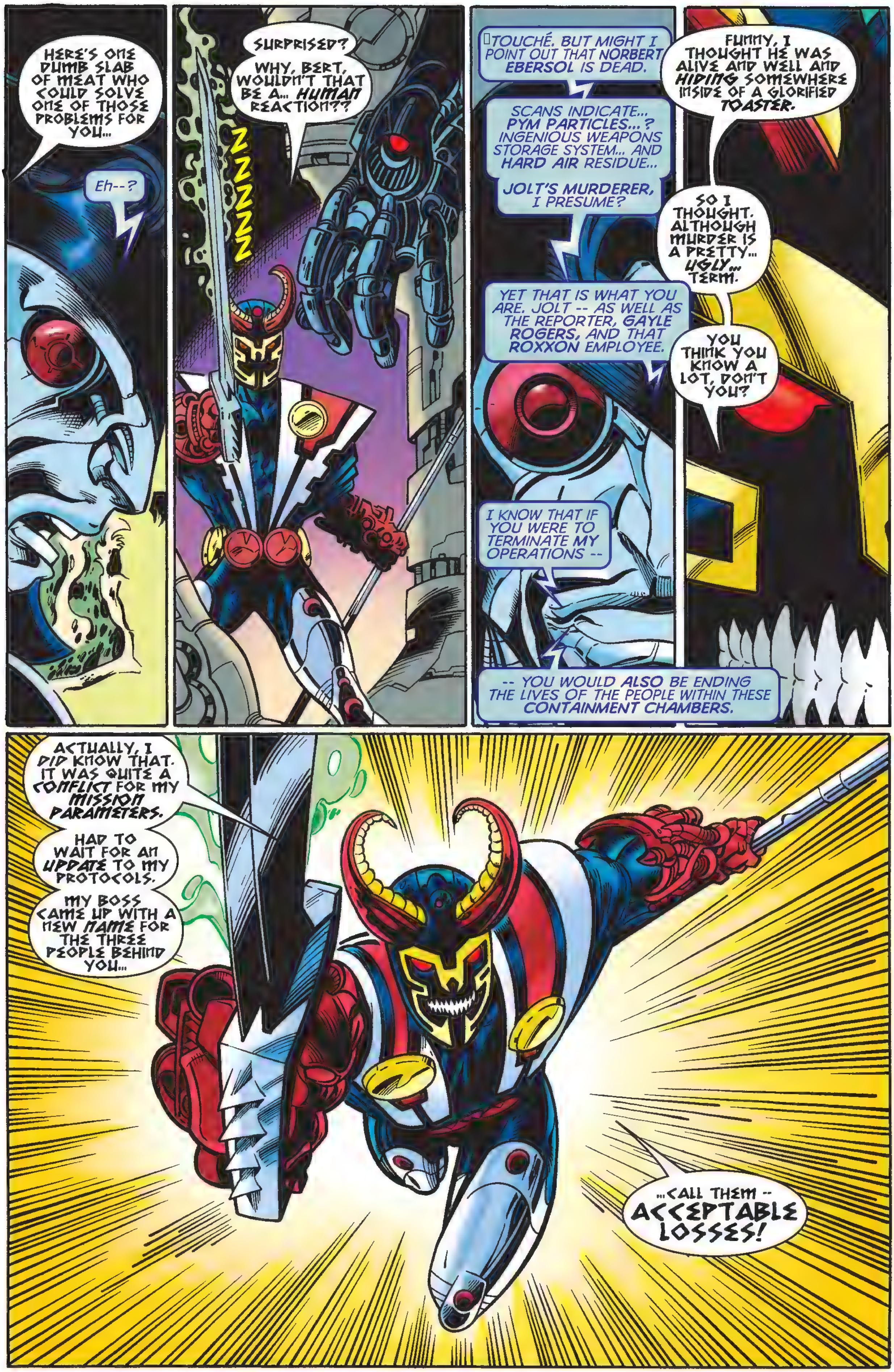

SHE KNOWS THEIR HONOR -- THEIR WORD -- IS BEYOND REPROACH, AND YET...
IT IS IMPOSSIBLE TO RESTRAIN HER WHILE SHE IS *INTANGIBLE!*
SUSAN --
I'LL TRY TO CORRAL HER IN AN *INVISIBLE FORCE FIELD!*
A PART OF HER ***WANTS*** *TO ASK FOR HELP --*
-- TO LET THE GREATEST SCIENTIFIC MIND ON THE PLANET INVESTIGATE HER PROBLEMS --
-- BUT ANOTHER PART OF HER ***ABHORS*** *THE THOUGHT OF NEEDING ANYONE -- OR EVEN... MAYBE... OF DISCOVERING THE* ***TRUTH...***
SHE PHASED RIGHT THROUGH MY FIELD!
AND HER SCREAM -- SO *PRIMAL* -- WHAT WAS SHE SAYING?
MOONSTONE WAS SPEAKING IN AN ANCIENT *KREE* DIALECT.
ACCORDING TO THE COMPUTER ANALYSIS, SHE SAID --
-- "I HAVE TO LOOK WITHIN THE LIFE-STONES!"
SHE SPOKE KREE -- ACCESSED OUR DATABASE -- WHY?
I SUSPECT THIS SKIRMISH HAD NOTHING TO DO WITH THE THUNDERBOLTS --
-- AND EVERYTHING TO DO WITH THE *ORIGINS* OF MOONSTONE'S POWERS --

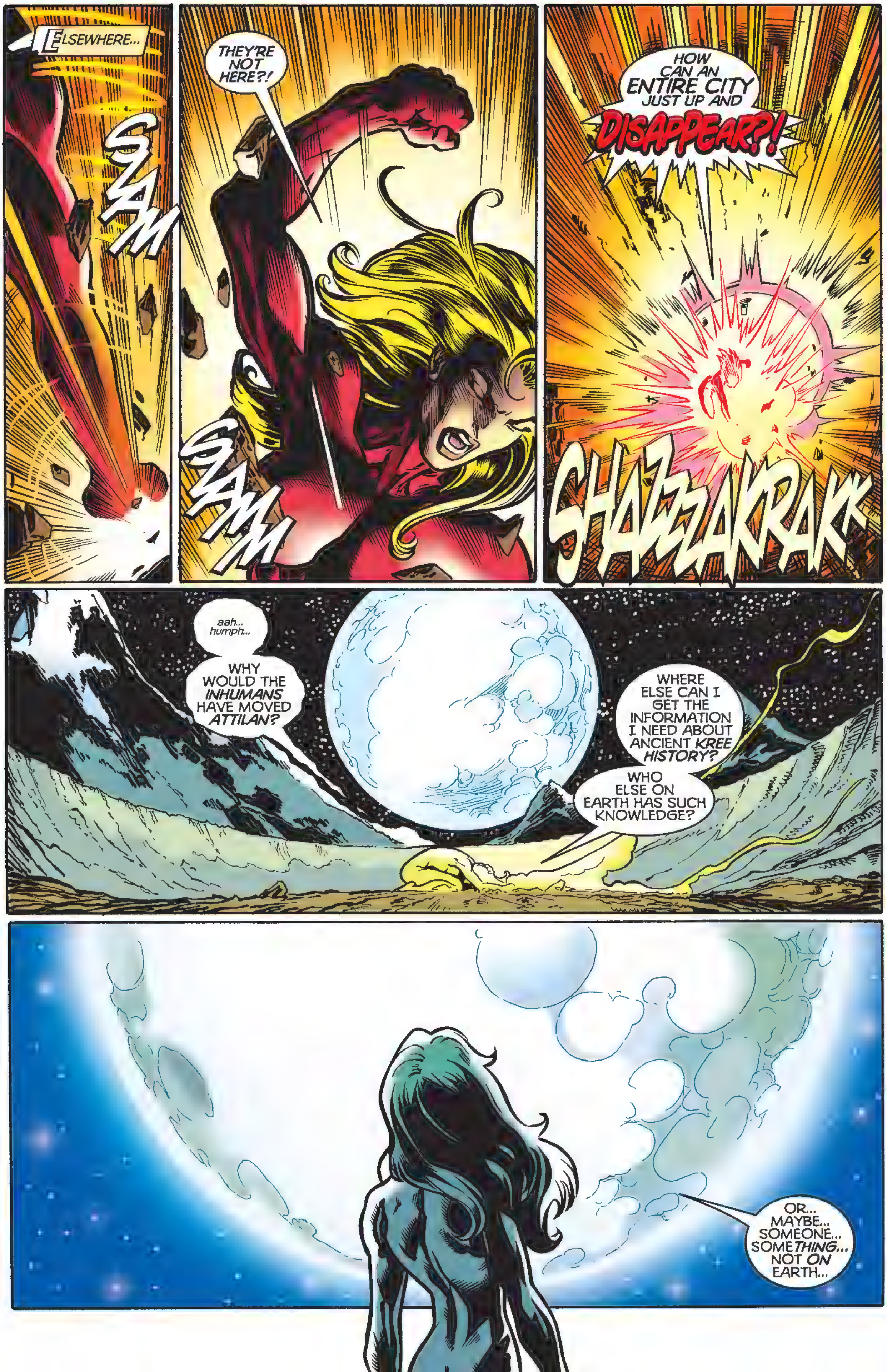

"-- AND THE *TRUTH* SHE DESPERATELY SEEKS TO FIND!"
MEANWHILE, IN WASHINGTON D.C., A PLACE NOT KNOWN FOR TELLING THE TRUTH...
JACK NORRISS IS A FORMER AGENT OF S.H.I.E.L.D., NOW WORKING AS A REPORTER FOR **INSIDE AMERICA** TV NEWSMAGAZINE.
ANDREA STERMAN IS A PSYCHIATRIST-AUTHOR DIGGING INTO A GOVERNMENT CONSPIRACY THAT KILLED AN EMPLOYEE OF **ROXXON**.
ANDIE? YOU LOOK GOOD.
YOU, TOO.
YOUR CALL GOT MY JUICES GOING, BUT ONE THING BEFORE WE GET INTO THAT...
A COPY OF MY BOOK? PLEASE DON'T TELL ME YOU WANT IT *SIGNED?*
YOU *HAVE* BEEN OUT IN *L.A.* TOO LONG, HAVEN'T YOU? NO -- THIS ISN'T ABOUT POOR *NOMAD* -- I WANTED TO KNOW WHAT YOU MEANT BY --
-- WHERE IS IT -- YOU CALLED ME A *"DESK-BOUND FILE CLERK"*--
Oh, WHINER, I *ALSO* SAID SHIELD WASTED THE TALENTS OF THE BEST *INFORMATION GATHERER* THEY HAD!
AMERICAN DREAMERS
The Lives and Deaths of JACK MONROE
WELL, *THAT* WAS ACCURATE, AT LEAST!
TALK OR I WON'T PAY FOR BREAKFAST.
NOTHING ON *COLIN HUME* OR *WINDSHEAR* OTHER THAN STANDARD *ALPHA FLIGHT* INFO SHARED WITH *DEPARTMENT H* IN CANADA.
AND ANY REFERENCES TO *HARD AIR* ONLY LINKED BACK TO HUME'S *MUTANT POWERS.*
BUT THERE WAS AN UNATTACHED FLOATING FILE LINK THAT I BACKTRACKED TO A THREAD CALLED *ALPHA-32.*
IT WAS RECENTLY *DELETED* FROM THE MAIN *FEDERAL* HARD DRIVE, BUT THE UNATTACHED FILE LINK REMAINED IN SHIELD'S SYSTEMS --
-- AS PART OF A ROXXON *RESEARCH GRANT* THAT DIDN'T PAN OUT.
FOR YOU, THE INTERESTING THING IS WHERE THAT GRANT ORIGINATED...
...THE COMMISION ON SUPERHUMAN ACTIVITIES...
GOTCHA!

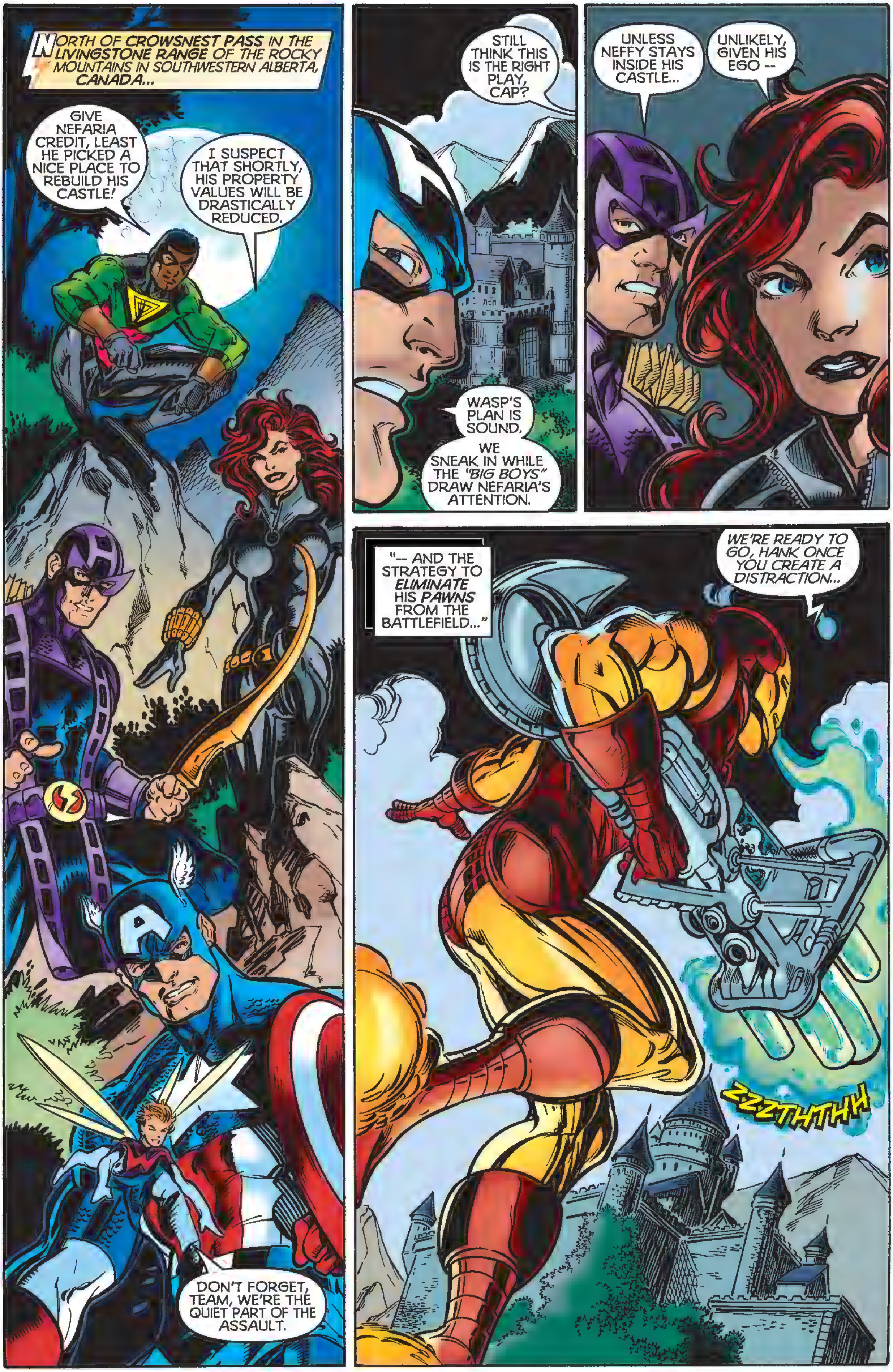

WHILE AT AVENGERS MANSION...
NO, THAT ONE'S A FALSE TRAIL -- LOOK AT THE VOLUME ANALYSIS...
...IT INDICATES A STANDARD IONIC RESIDUE...
I NEVER REALIZED THE ENERGY WAS SO PERVASIVE.
INDEED, IT IS AS PRESENT IN THE ATMOSPHERE AS GAMMA RADIATION --
-- AND WE ALL KNOW THAT CONCENTRATED ACCUMULATIONS OF THAT ENERGY CAN RESULT IN ABOMINATIONS LIKE --
THE ABOMINATION?
AHEM. INDEED, DOCTOR PYM. OR THE HULK.
PERHAPS FOCUSING IN A DIFFERENT DIRECTION -- LOOKING FOR WHERE LARGE TRACES OF ION ENERGY HAD BEEN BUT ARE NO LONGER PRESENT?
BECAUSE NEFARIA IS NOW MASKING THE EMISSIONS? ANALYZING NOW... GOOD CALL, OGRE -- THERE IT IS!
MALUS -- WHITNEY -- WHERE DO WE STAND WITH THE DAMPENING DEVICE?
READY TO SHAVE AN ADDITIONAL FIVE YEARS OFF MY SENTENCE!
I DON'T TRUST ANY OF YOU, IRON MAN -- BUT I TRUST MY FATHER LESS --
-- THEREFORE, IN ORDER TO STOP NEFARIA... HERE IS THE END RESULT OF WORK ON THE NEFARIA PROTOCOLS -- THE IONIC LOCK!

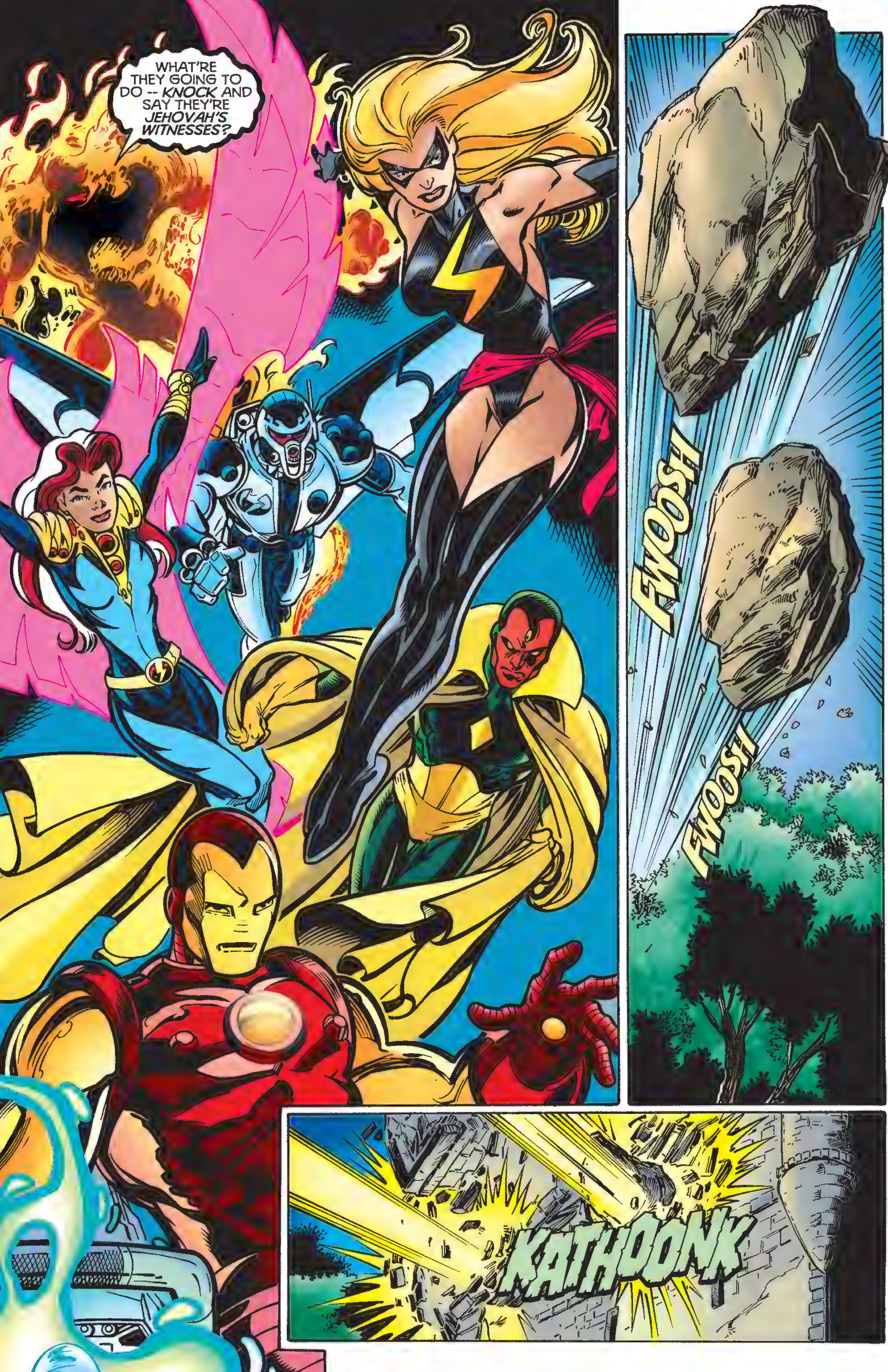

-- CONCLUDES OUR TOUR OF THE *PUBLIC* SECTIONS OF THE MANSION.
A GAL COULD GET USED TO LIVING IN A PLACE LIKE *THIS!*
DON'T HOLD YOUR BREATH, SONGBIRD.
THINK POSITIVE, MACH-2 -- WE'VE TAKEN REFORMED CRIMINALS INTO OUR RANKS IN THE PAST!
YEAH, YOU AND SONGBIRD COULD *BOTH* BE AVENGERS ONE DAY!
YOU -- YOU *REALLY* THINK SO -- ?
-- TELLING ME THE *FALCON* WAS FORCED ONTO THE TEAM?
THE AVENGERS ARE COOL WITH ROBOTS, GODS AND ALIENS --
-- BUT THE *BROTHERS* GOTTA BE *SHOEHORNED* IN!
YEAH, AND THE *"MAN"* IS ALSO *DRESSING* US, TOO!
YOU'RE A PRETTY *SNOTTY* KID, huh?
BEATS BEING *"WOE-IS-ME"*...
-- I'LL DISCREETLY INQUIRE IF SHIELD CAN HELP WITH THIS *CONSPIRACY* CONCERN OF YOURS, CLINT --
-- BUT IN LIGHT OF ALL THE TROUBLES YOU JUST EXPLAINED, IT'S A TESTAMENT TO THE UNEXPECTED *CHARACTER* OF THE THUNDERBOLTS --
-- *AND* TO YOUR LEADERSHIP -- THAT YOU'VE KEPT THE TEAM TOGETHER!
YEAH? THANKS, CAP -- THAT MEANS A LOT.
AS MUCH OF A *POKE* AS I MEANT IT TO BE --
-- I REALLY WAS WORRIED ABOUT HOW YOU GUYS WOULD REACT TO MY *NEW COSTUME...*

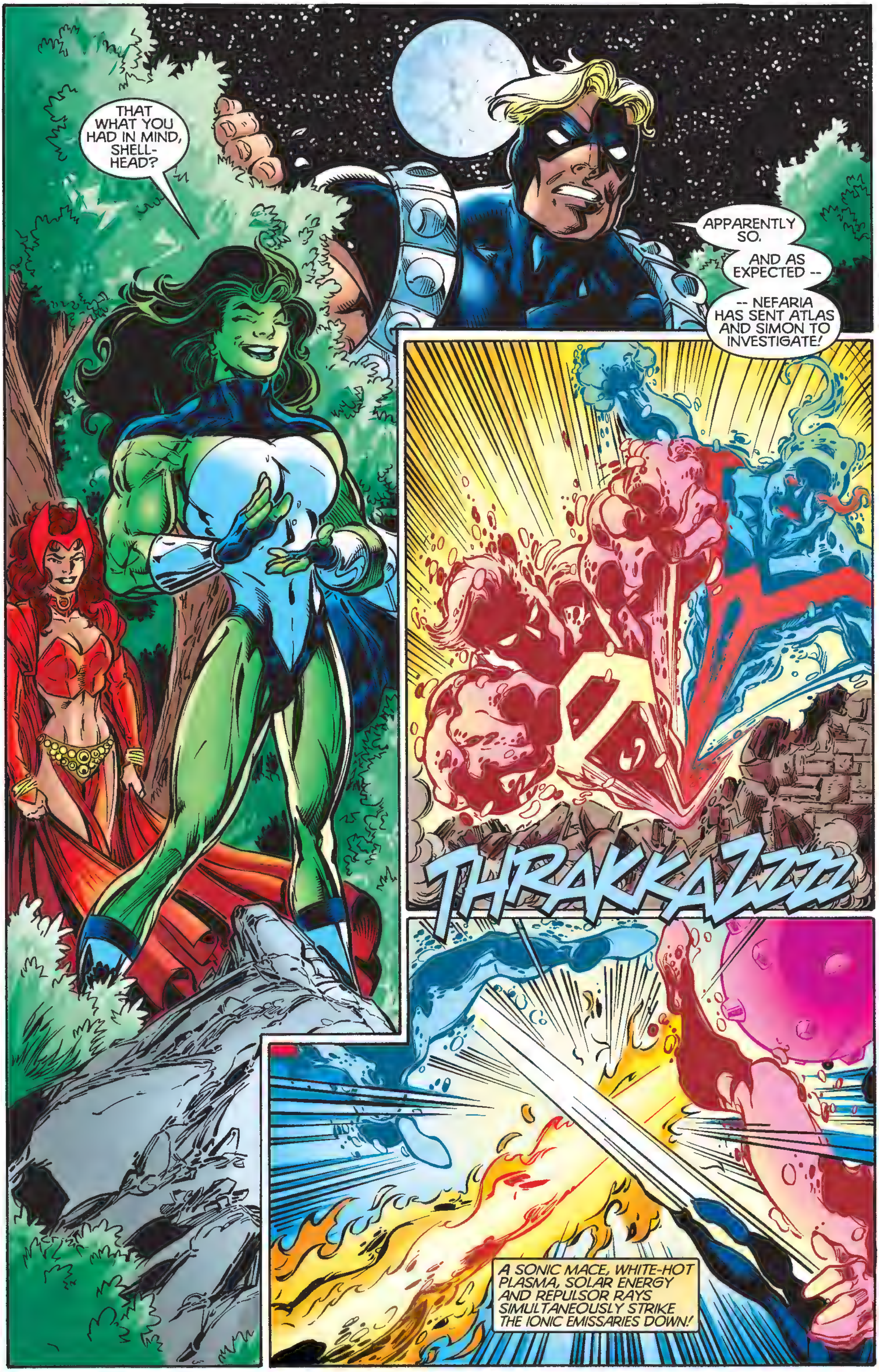

YOU MADE A DECISION, NO MATTER HOW DIFFICULT --
-- YOU'VE STUCK TO IT BECAUSE OF YOUR **CONVICTIONS** --
-- AND YOU'RE **PROUD** OF THE DECISION YOU MADE --
-- WHY WOULD **ANY** OF US HAVE ANYTHING **BUT** RESPECT FOR YOU?
I'M ALL VERKLEMPT...
WHILE AT THE T-BOLTS' **MT. CHARTERIS,** COLORADO HEADQUARTERS...
-- FURTHER SCANS CONFIRM OUR SUSPICIONS, OGRE --
-- THE COMPARATIVE ANALYSIS INDICATES THE **MISSING** LEVELS OF ENERGY IN SOUTHWESTERN **ALBERTA** --
-- COULD ONLY BE THE RESULT OF SOMEONE **CONCEALING** THE IONIC EMISSIONS OF ATLAS AND **WONDER MAN!**
WE'RE PREPPING TWO QUINJETS NOW. THANKS FOR YOUR HELP!
Oh, MY *PLEASURE,* DOCTOR PYM, IRON MAN. BEST OF LUCK...
PATRONIZING **MEAT...** PETTING THE OGRE-PUPPY FOR PIDDLING ON THE PAPER!
WHAT WOULD THEY THINK IF THEY KNEW "OGRE" WAS ACTUALLY **TECHNO** --
-- AND NEXT TO ME, THEIR LIMITED... **HUMAN...** MEANS IS LIKE COMPARING AN **ABACUS** TO A **CRAY!**
SIGH.
MAKING THOSE ARROGANT FOOLS LOOK LIKE **GERBILS** REMINDS ME OF WHY I AM EVEN DOING THIS!
THAT AND MULTITASKING CHALLENGES LIKE MY SEARCH FOR THE MISSING **ZEMO** --
-- AND THE UNMITIGATED THRILL OF **RECREATING** LIFE!

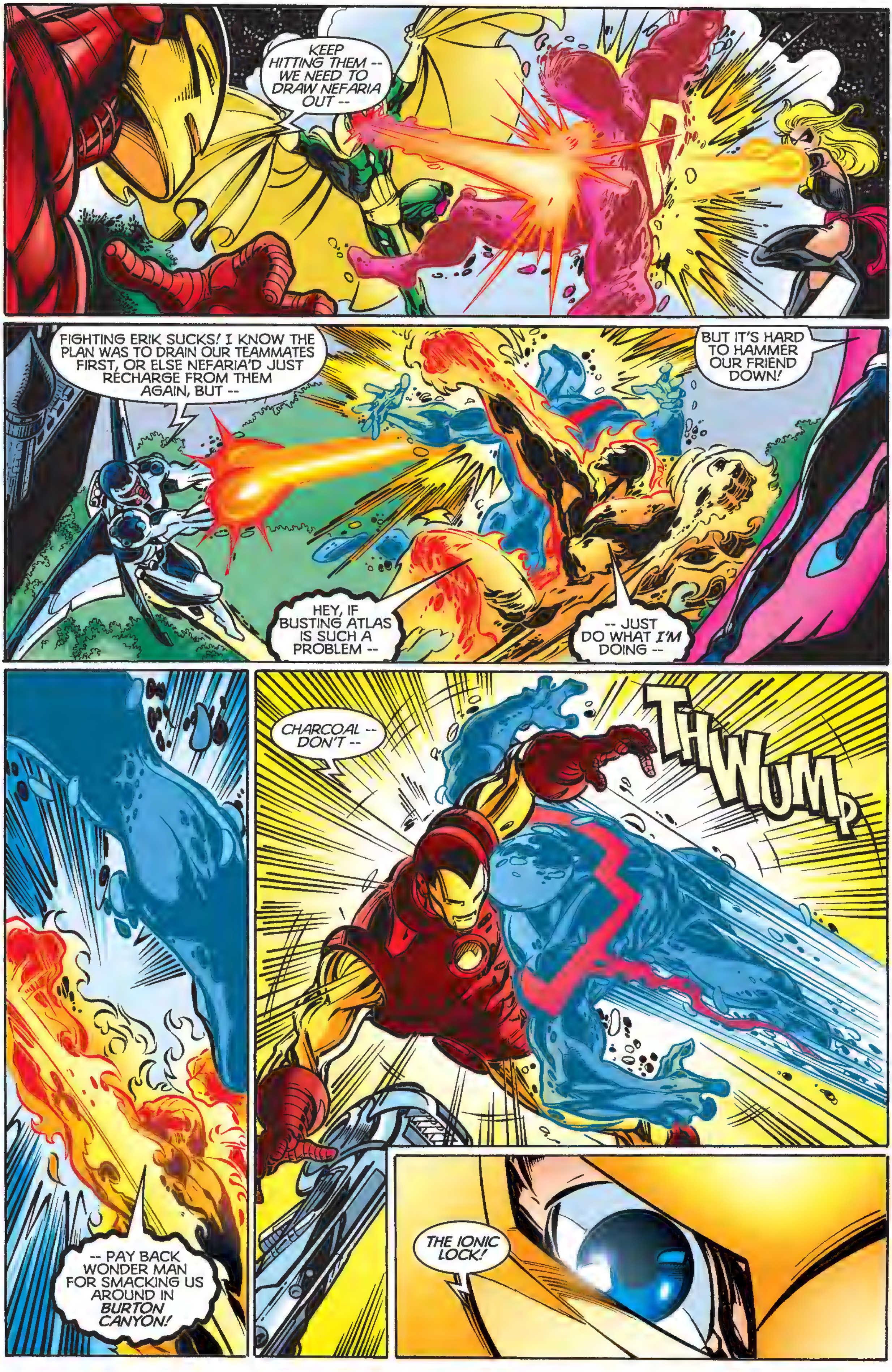

HERE'S ONE DUMB SLAB OF MEAT WHO COULD SOLVE ONE OF THOSE PROBLEMS FOR YOU...
Eh--?
SURPRISED?
WHY, BERT, WOULDN'T THAT BE A... HUMAN REACTION??
ZZZZZZZ
TOUCHÉ. BUT MIGHT I POINT OUT THAT NORBERT EBERSOL IS DEAD.
SCANS INDICATE... PYM PARTICLES...? INGENIOUS WEAPONS STORAGE SYSTEM... AND HARD AIR RESIDUE...
JOLT'S MURDERER, I PRESUME?
FUNNY, I THOUGHT HE WAS ALIVE AND WELL AND HIDING SOMEWHERE INSIDE OF A GLORIFIED TOASTER.
SO I THOUGHT. ALTHOUGH MURDER IS A PRETTY... UGLY... TERM.
YET THAT IS WHAT YOU ARE. JOLT -- AS WELL AS THE REPORTER, GAYLE ROGERS, AND THAT ROXXON EMPLOYEE.
YOU THINK YOU KNOW A LOT, DON'T YOU?
I KNOW THAT IF YOU WERE TO TERMINATE MY OPERATIONS --
-- YOU WOULD ALSO BE ENDING THE LIVES OF THE PEOPLE WITHIN THESE CONTAINMENT CHAMBERS.
ACTUALLY, I DID KNOW THAT. IT WAS QUITE A CONFLICT FOR MY MISSION PARAMETERS.
HAD TO WAIT FOR AN UPDATE TO MY PROTOCOLS.
MY BOSS CAME UP WITH A NEW NAME FOR THE THREE PEOPLE BEHIND YOU...
...CALL THEM -- ACCEPTABLE LOSSES!

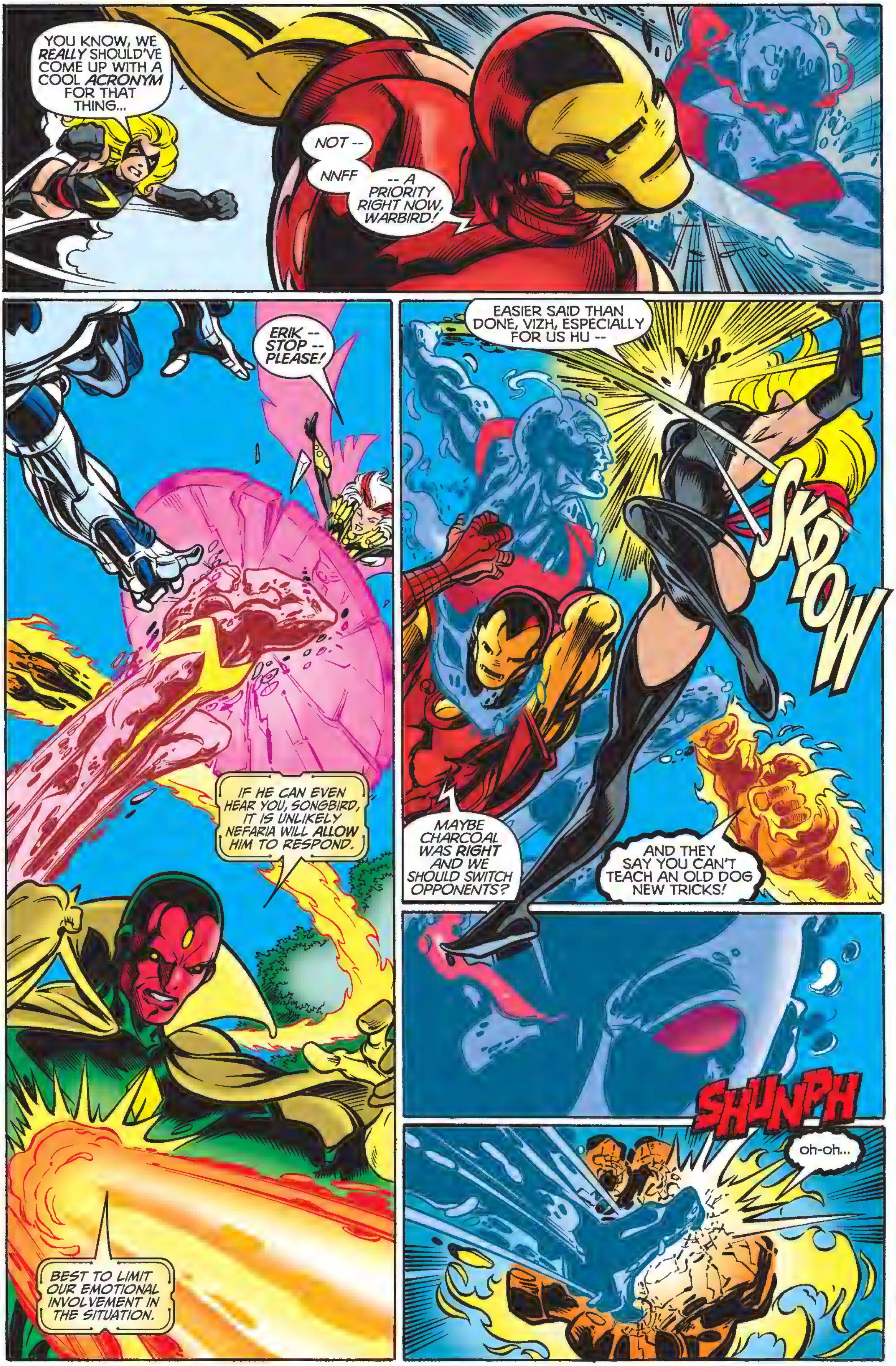

ELSEWHERE...
SHAM
THEY'RE NOT HERE?!
SHAMM
HOW CAN AN ENTIRE CITY JUST UP AND DISAPPEAR?!
SHAZZZAKRAKK
aah... humph...
WHY WOULD THE INHUMANS HAVE MOVED ATTILAN?
WHERE ELSE CAN I GET THE INFORMATION I NEED ABOUT ANCIENT KREE HISTORY?
WHO ELSE ON EARTH HAS SUCH KNOWLEDGE?
OR... MAYBE... SOMEONE... SOMETHING... NOT ON EARTH...

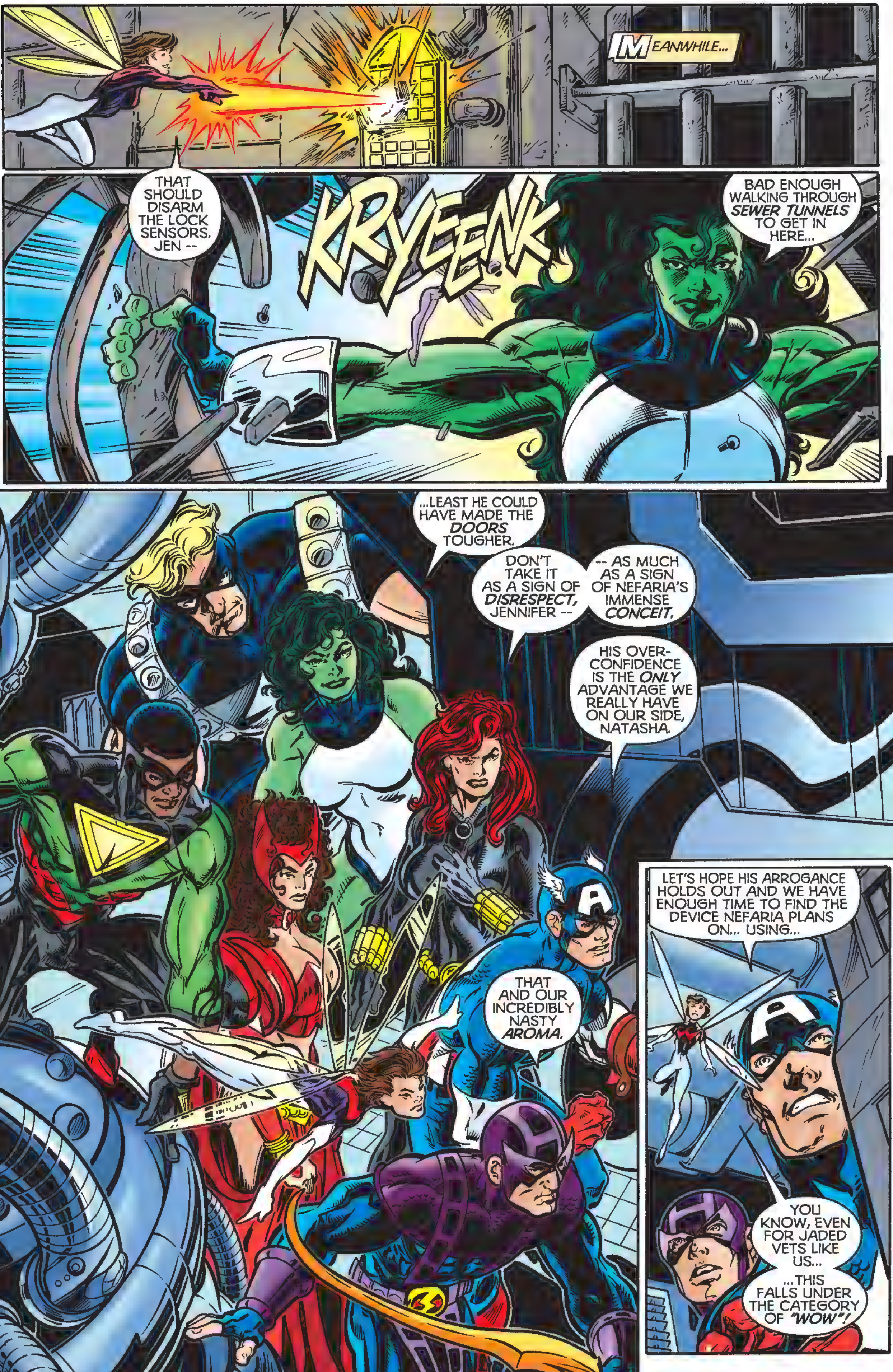

NORTH OF CROWSNEST PASS IN THE LIVINGSTONE RANGE OF THE ROCKY MOUNTAINS IN SOUTHWESTERN ALBERTA, CANADA...
GIVE NEFARIA CREDIT, LEAST HE PICKED A NICE PLACE TO REBUILD HIS CASTLE!
I SUSPECT THAT SHORTLY, HIS PROPERTY VALUES WILL BE DRASTICALLY REDUCED.
DON'T FORGET, TEAM, WE'RE THE QUIET PART OF THE ASSAULT.
STILL THINK THIS IS THE RIGHT PLAY, CAP?
WASP'S PLAN IS SOUND.
WE SNEAK IN WHILE THE "BIG BOYS" DRAW NEFARIA'S ATTENTION.
UNLESS NEFFY STAYS INSIDE HIS CASTLE...
UNLIKELY, GIVEN HIS EGO --
"-- AND THE STRATEGY TO ELIMINATE HIS PAWNS FROM THE BATTLEFIELD..."
WE'RE READY TO GO, HANK ONCE YOU CREATE A DISTRACTION...
ZZZTHTHH

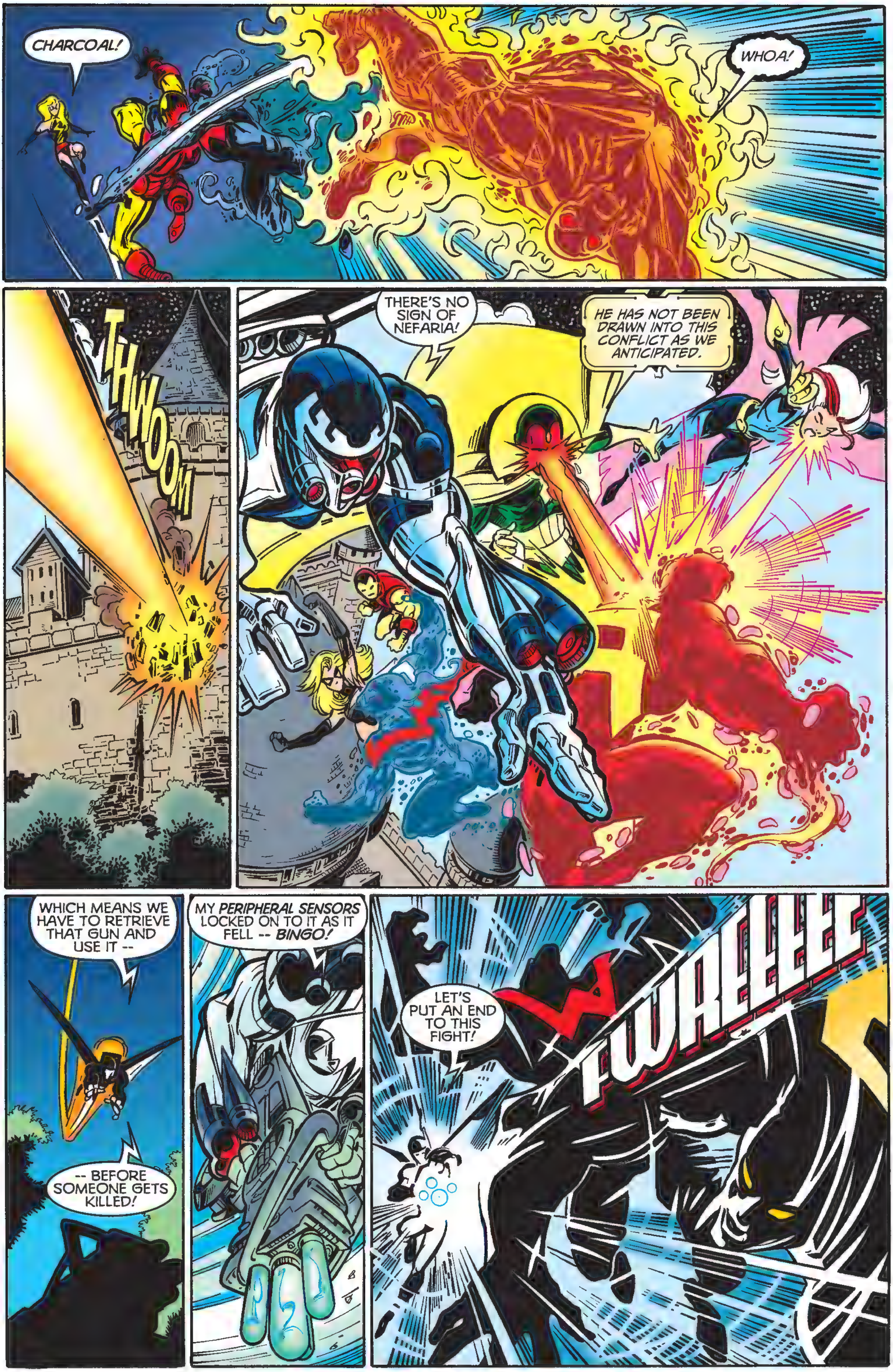

WHAT'RE THEY GOING TO DO -- *KNOCK* AND SAY THEY'RE *JEHOVAH'S WITNESSES?*
FWOOSH
FWOOSH
KATHOONK

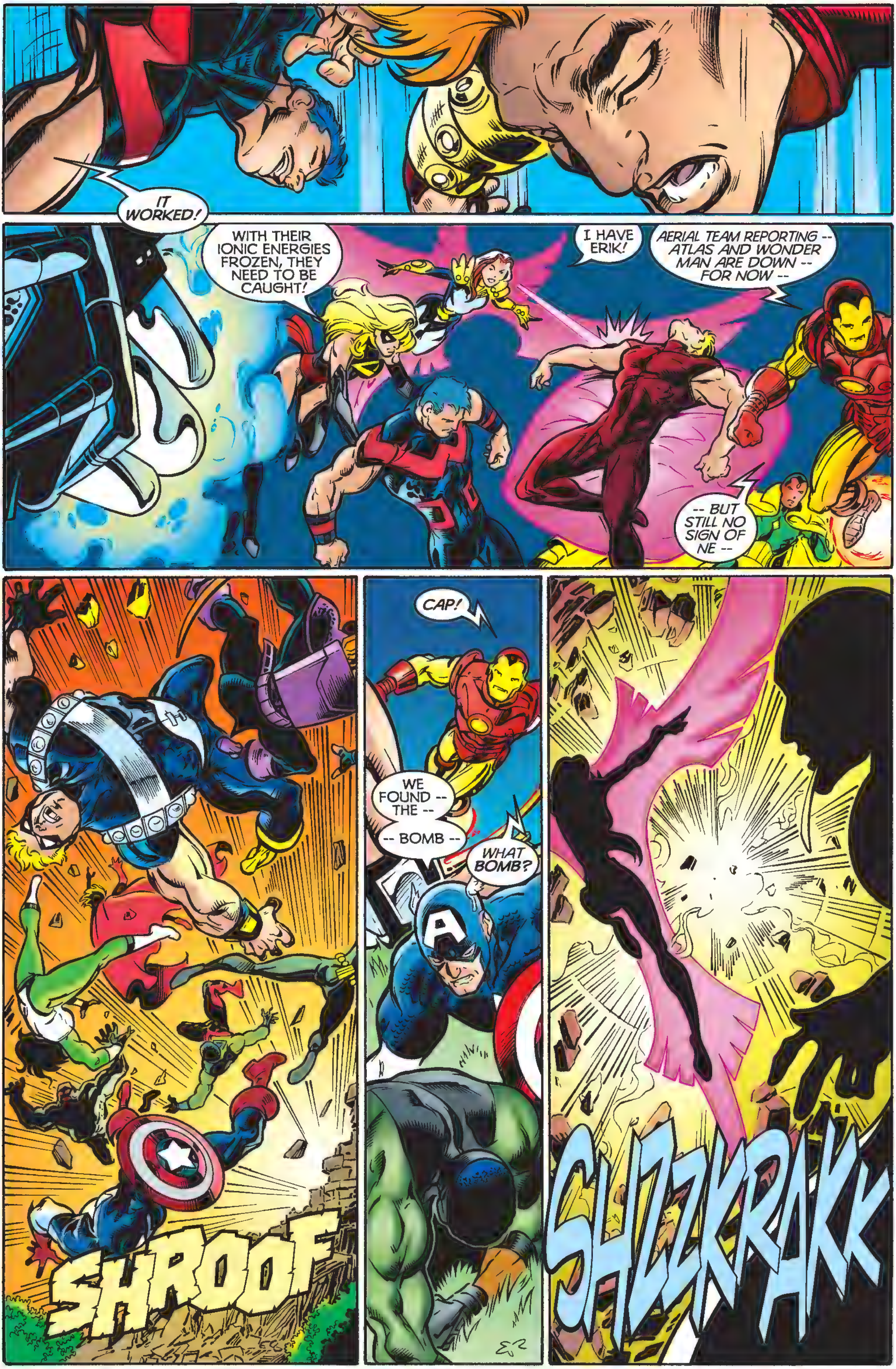

THAT WHAT YOU HAD IN MIND, SHELL-HEAD?
APPARENTLY SO.
AND AS EXPECTED --
-- NEFARIA HAS SENT ATLAS AND SIMON TO INVESTIGATE!
THRAKKAZZZZ
A SONIC MACE, WHITE-HOT PLASMA, SOLAR ENERGY AND REPULSOR RAYS SIMULTANEOUSLY STRIKE THE IONIC EMISSARIES DOWN!

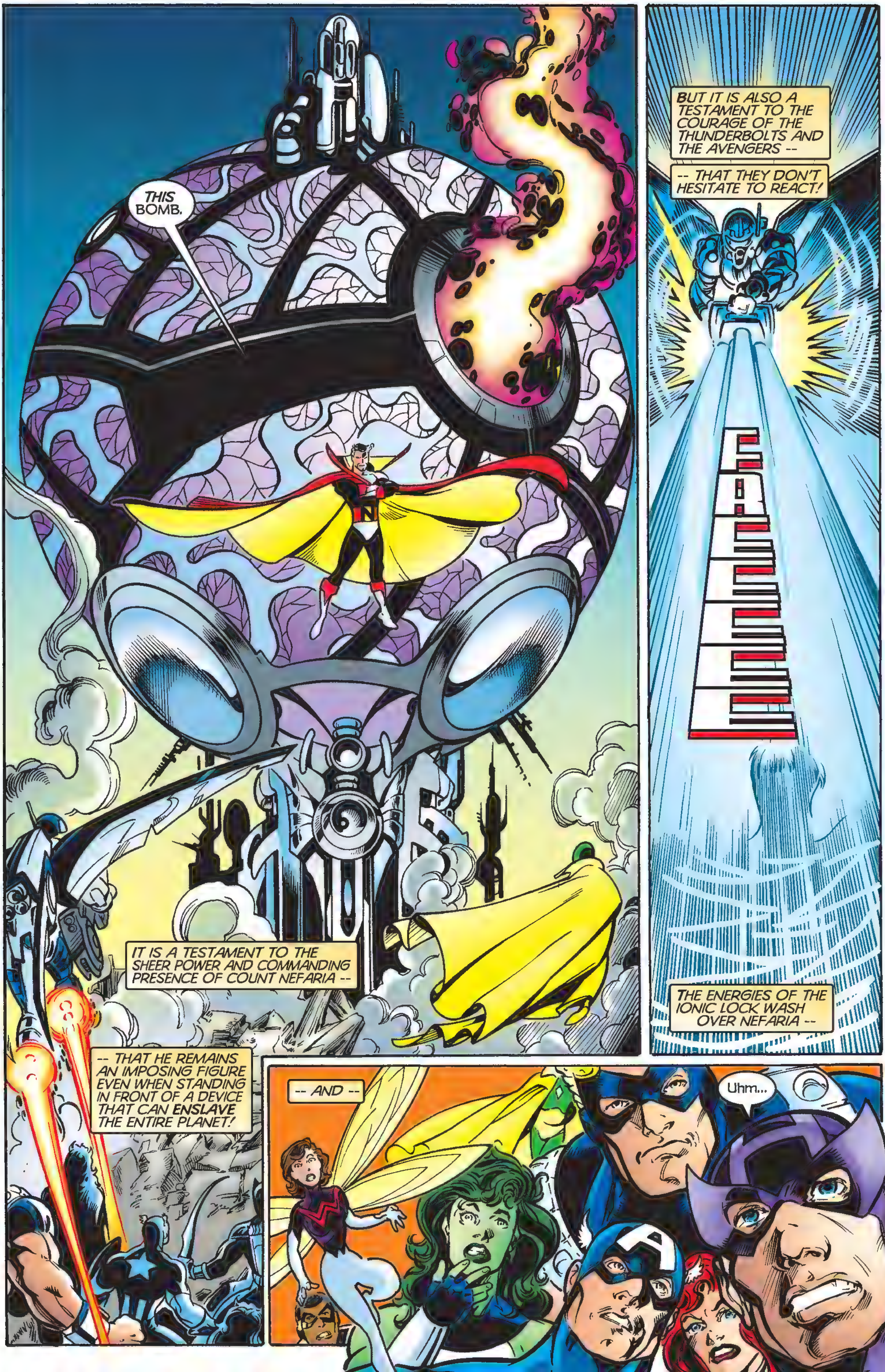

KEEP HITTING THEM -- WE NEED TO DRAW NEFARIA OUT --
FIGHTING ERIK SUCKS! I KNOW THE PLAN WAS TO DRAIN OUR TEAMMATES FIRST, OR ELSE NEFARIA'D JUST RECHARGE FROM THEM AGAIN, BUT --
BUT IT'S HARD TO HAMMER OUR FRIEND DOWN!
HEY, IF BUSTING ATLAS IS SUCH A PROBLEM --
-- JUST DO WHAT *I'M* DOING --
-- PAY BACK WONDER MAN FOR SMACKING US AROUND IN *BURTON CANYON!*
CHARCOAL -- DON'T --
THWUMP
THE IONIC LOCK!

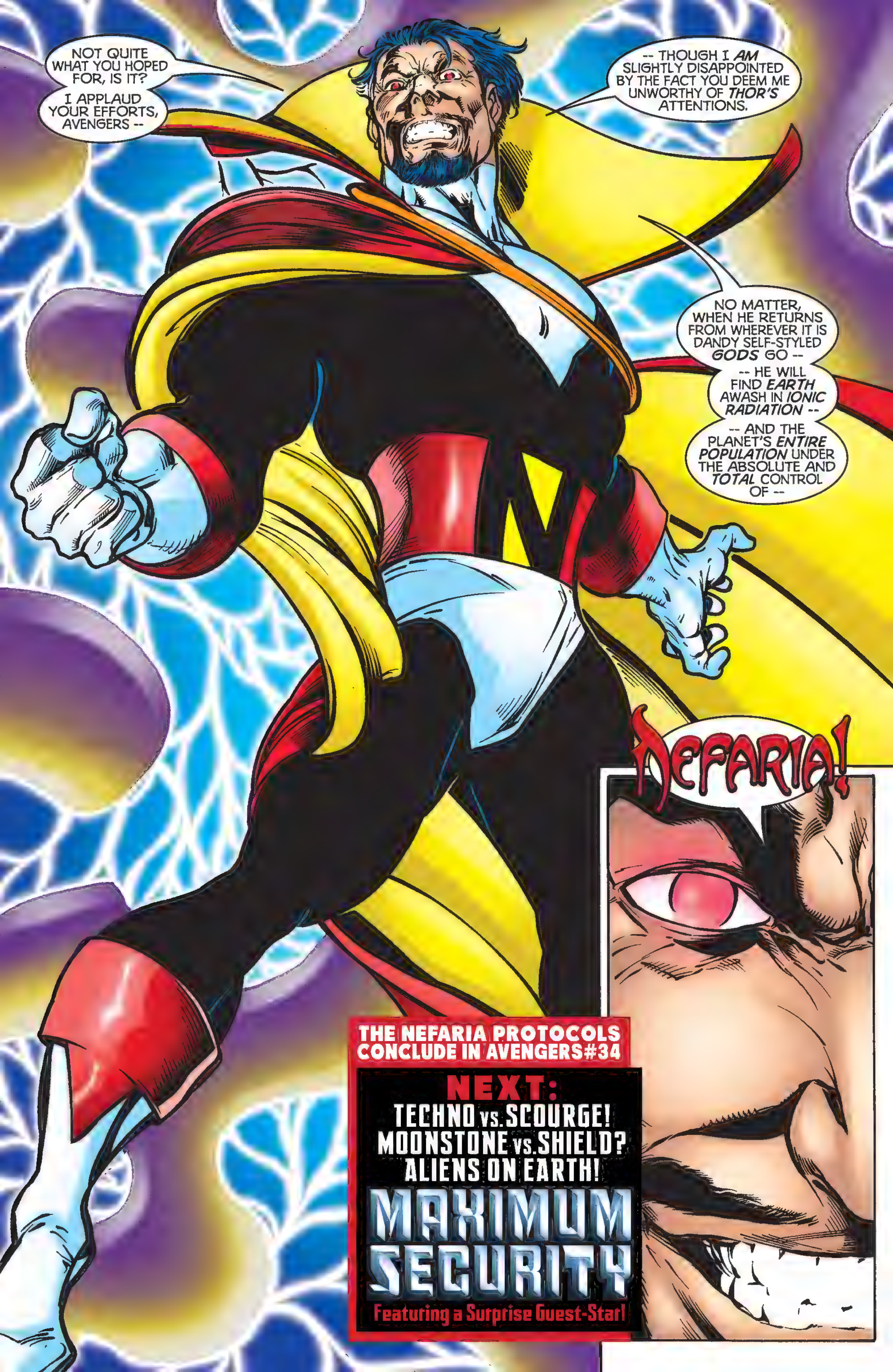

YOU KNOW, WE *REALLY* SHOULD'VE COME UP WITH A COOL *ACRONYM* FOR THAT THING...
NOT --
NNFF
-- A PRIORITY RIGHT NOW, WARBIRD!
ERIK -- STOP -- PLEASE!
IF HE CAN EVEN HEAR YOU, SONGBIRD, IT IS UNLIKELY NEFARIA WILL *ALLOW* HIM TO RESPOND.
BEST TO LIMIT OUR EMOTIONAL INVOLVEMENT IN THE SITUATION.
EASIER SAID THAN DONE, VIZH, ESPECIALLY FOR US HU --
SKDOW
MAYBE CHARCOAL WAS *RIGHT* AND WE SHOULD SWITCH OPPONENTS?
AND THEY SAY YOU CAN'T TEACH AN OLD DOG NEW TRICKS!
SHUNPH
oh-oh...


MEANWHILE...
THAT SHOULD DISARM THE LOCK SENSORS, JEN --
KRYEENK
BAD ENOUGH WALKING THROUGH *SEWER TUNNELS* TO GET IN HERE...
...LEAST HE COULD HAVE MADE THE *DOORS* TOUGHER.
DON'T TAKE IT AS A SIGN OF *DISRESPECT,* JENNIFER --
-- AS MUCH AS A SIGN OF NEFARIA'S IMMENSE *CONCEIT.*
HIS OVER-CONFIDENCE IS THE *ONLY* ADVANTAGE WE REALLY HAVE ON OUR SIDE, NATASHA.
THAT AND OUR INCREDIBLY NASTY *AROMA.*
LET'S HOPE HIS ARROGANCE HOLDS OUT AND WE HAVE ENOUGH TIME TO FIND THE DEVICE NEFARIA PLANS ON... USING...
YOU KNOW, EVEN FOR JADED VETS LIKE US...
...THIS FALLS UNDER THE CATEGORY OF *"WOW"!*


CHARCOAL!
WHOA!
THWOOM
THERE'S NO SIGN OF NEFARIA!
HE HAS NOT BEEN DRAWN INTO THIS CONFLICT AS WE ANTICIPATED.
WHICH MEANS WE HAVE TO RETRIEVE THAT GUN AND USE IT --
-- BEFORE SOMEONE GETS KILLED!
MY *PERIPHERAL SENSORS* LOCKED ON TO IT AS IT FELL -- *BINGO!*
LET'S PUT AN END TO THIS FIGHT!
FWAEEEE


IT WORKED!
WITH THEIR IONIC ENERGIES FROZEN, THEY NEED TO BE CAUGHT!
I HAVE ERIK!
AERIAL TEAM REPORTING -- ATLAS AND WONDER MAN ARE DOWN -- FOR NOW --
-- BUT STILL NO SIGN OF NE --
SHROOF
CAP!
WE FOUND THE --
-- BOMB --
WHAT BOMB?
SHZZKRAKK


THIS BOMB.
IT IS A TESTAMENT TO THE SHEER POWER AND COMMANDING PRESENCE OF COUNT NEFARIA --
-- THAT HE REMAINS AN IMPOSING FIGURE EVEN WHEN STANDING IN FRONT OF A DEVICE THAT CAN **ENSLAVE** THE ENTIRE PLANET!
BUT IT IS ALSO A TESTAMENT TO THE COURAGE OF THE THUNDERBOLTS AND THE AVENGERS --
-- THAT THEY DON'T HESITATE TO REACT!
THE ENERGIES OF THE IONIC LOCK WASH OVER NEFARIA --
-- AND --
Uhm...


NOT QUITE WHAT YOU HOPED FOR, IS IT?
I APPLAUD YOUR EFFORTS, AVENGERS --
-- THOUGH I *AM* SLIGHTLY DISAPPOINTED BY THE FACT YOU DEEM ME UNWORTHY OF *THOR'S* ATTENTIONS.
NO MATTER, WHEN HE RETURNS FROM WHEREVER IT IS DANDY SELF-STYLED *GODS* GO --
-- HE WILL FIND *EARTH* AWASH IN *IONIC RADIATION* --
-- AND THE PLANET'S *ENTIRE POPULATION* UNDER THE ABSOLUTE AND *TOTAL* CONTROL OF --
NEFARIA!
THE NEFARIA PROTOCOLS CONCLUDE IN AVENGERS #34
NEXT:
TECHNO vs. SCOURGE!
MOONSTONE vs. SHIELD?
ALIENS ON EARTH!
MAXIMUM SECURITY
Featuring a Surprise Guest-Star!

MARVEL COMICS

EARTH'S MIGHTIEST HEROES

the AVENGERS

DOUBLE-SIZED FINALE!

#34

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BUSIEK
PÉREZ
VEY

NEFARIA TRIUMPHANT!

APPROVED BY THE COMICS CODE AUTHORITY
2000
WIZARD
FAN AWARD
WINNER
BEST SERIES
BEST ARTIST
GEORGE PÉREZ
BEST MOMENT
AVENGERS CONFRONT ULTRON

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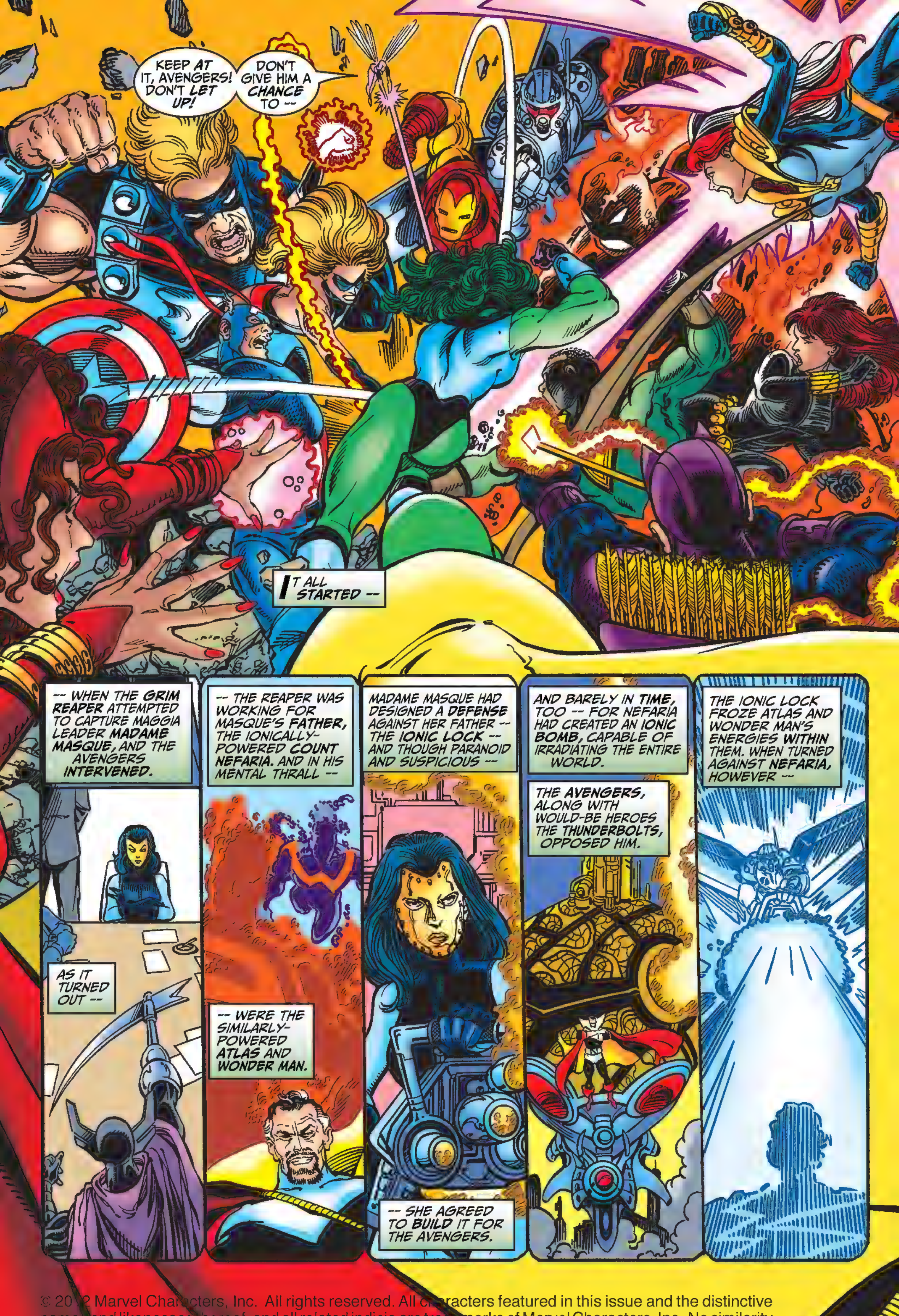
KEEP **AT** IT, AVENGERS! DON'T **LET UP!**
DON'T GIVE HIM A **CHANCE** TO --
IT ALL **STARTED** --
-- WHEN THE **GRIM REAPER** ATTEMPTED TO CAPTURE MAGGIA LEADER **MADAME MASQUE,** AND THE AVENGERS **INTERVENED.**
AS IT TURNED OUT --
-- THE REAPER WAS WORKING FOR MASQUE'S **FATHER,** THE IONICALLY-POWERED **COUNT NEFARIA.** AND IN HIS MENTAL THRALL --
-- WERE THE SIMILARLY-POWERED **ATLAS** AND **WONDER MAN.**
MADAME MASQUE HAD DESIGNED A **DEFENSE** AGAINST HER FATHER -- THE **IONIC LOCK** -- AND THOUGH PARANOID AND SUSPICIOUS --
-- SHE AGREED TO **BUILD** IT FOR THE AVENGERS.
AND BARELY IN **TIME,** TOO -- FOR NEFARIA HAD CREATED AN **IONIC BOMB,** CAPABLE OF IRRADIATING THE ENTIRE WORLD.
THE **AVENGERS,** ALONG WITH WOULD-BE HEROES THE **THUNDERBOLTS,** OPPOSED HIM.
THE IONIC LOCK FROZE ATLAS AND WONDER MAN'S ENERGIES **WITHIN** THEM. WHEN TURNED AGAINST **NEFARIA,** HOWEVER --

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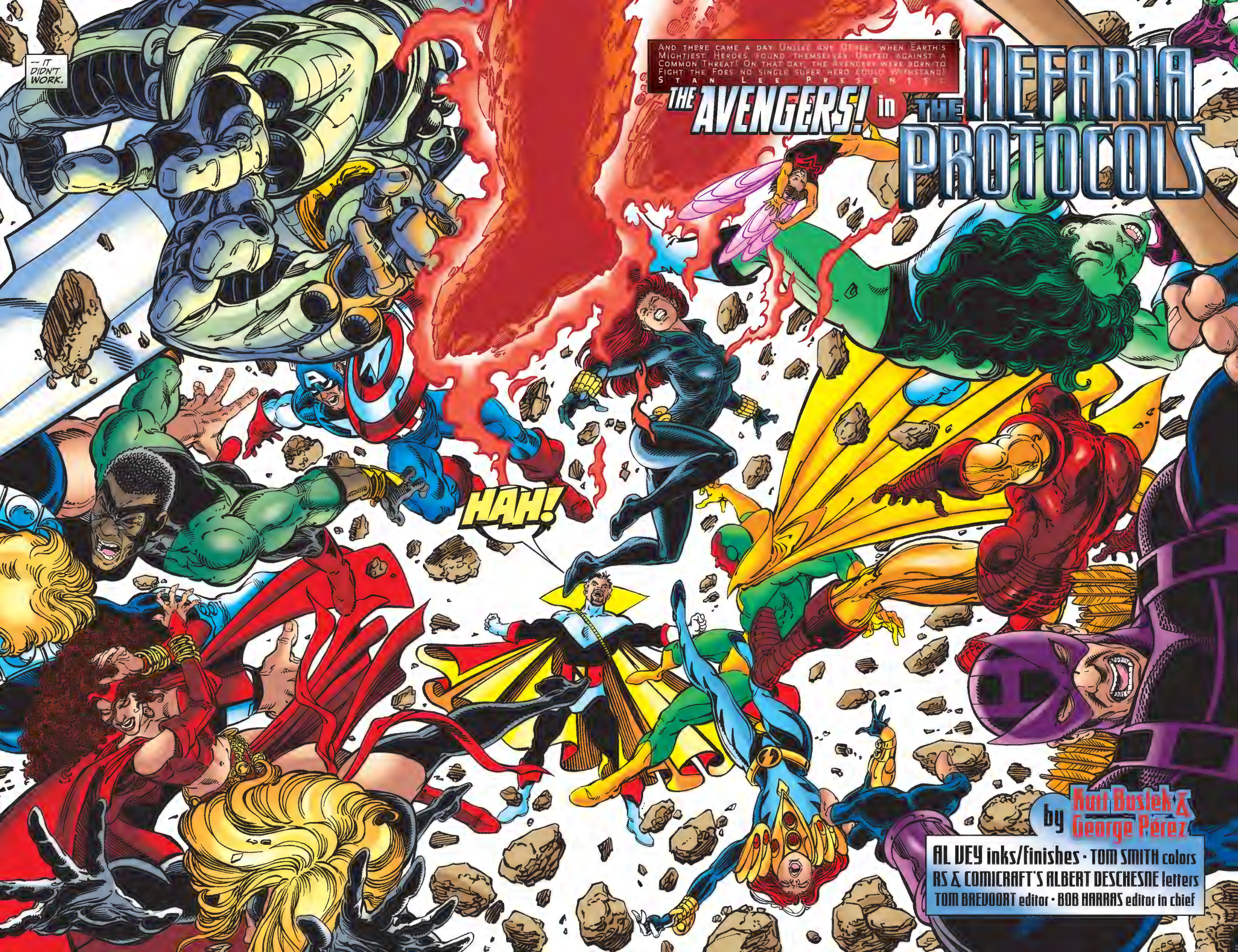
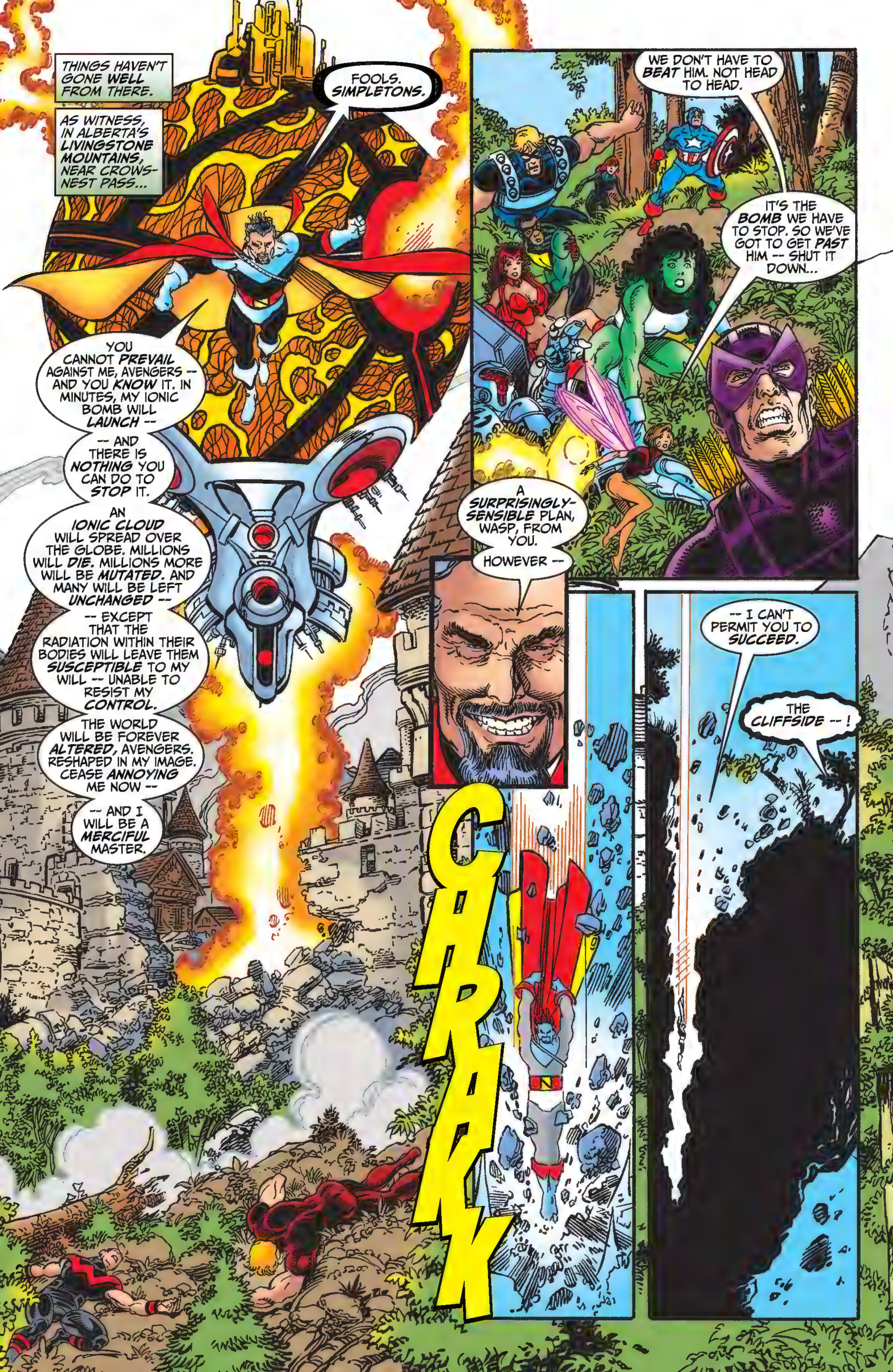
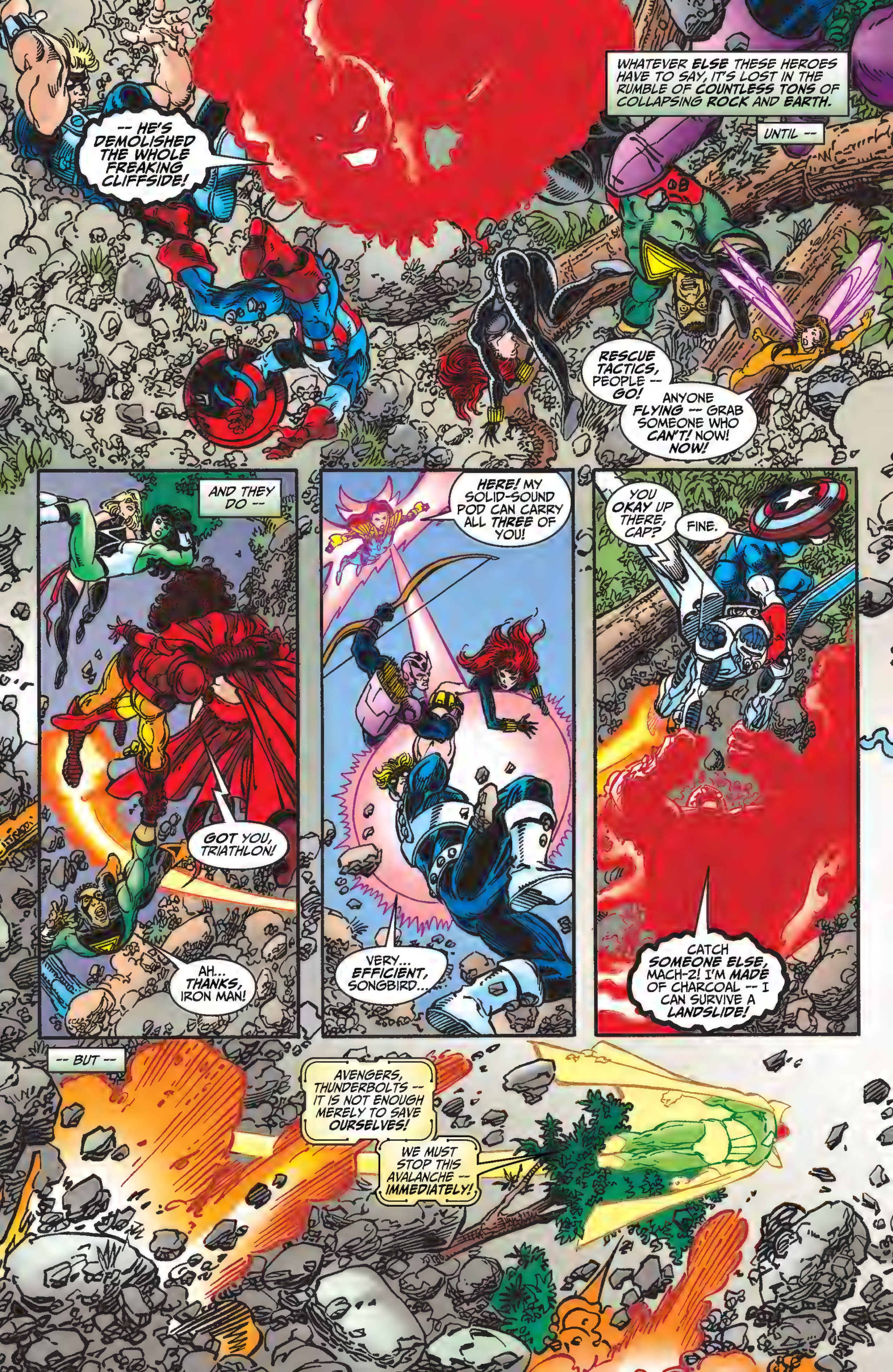
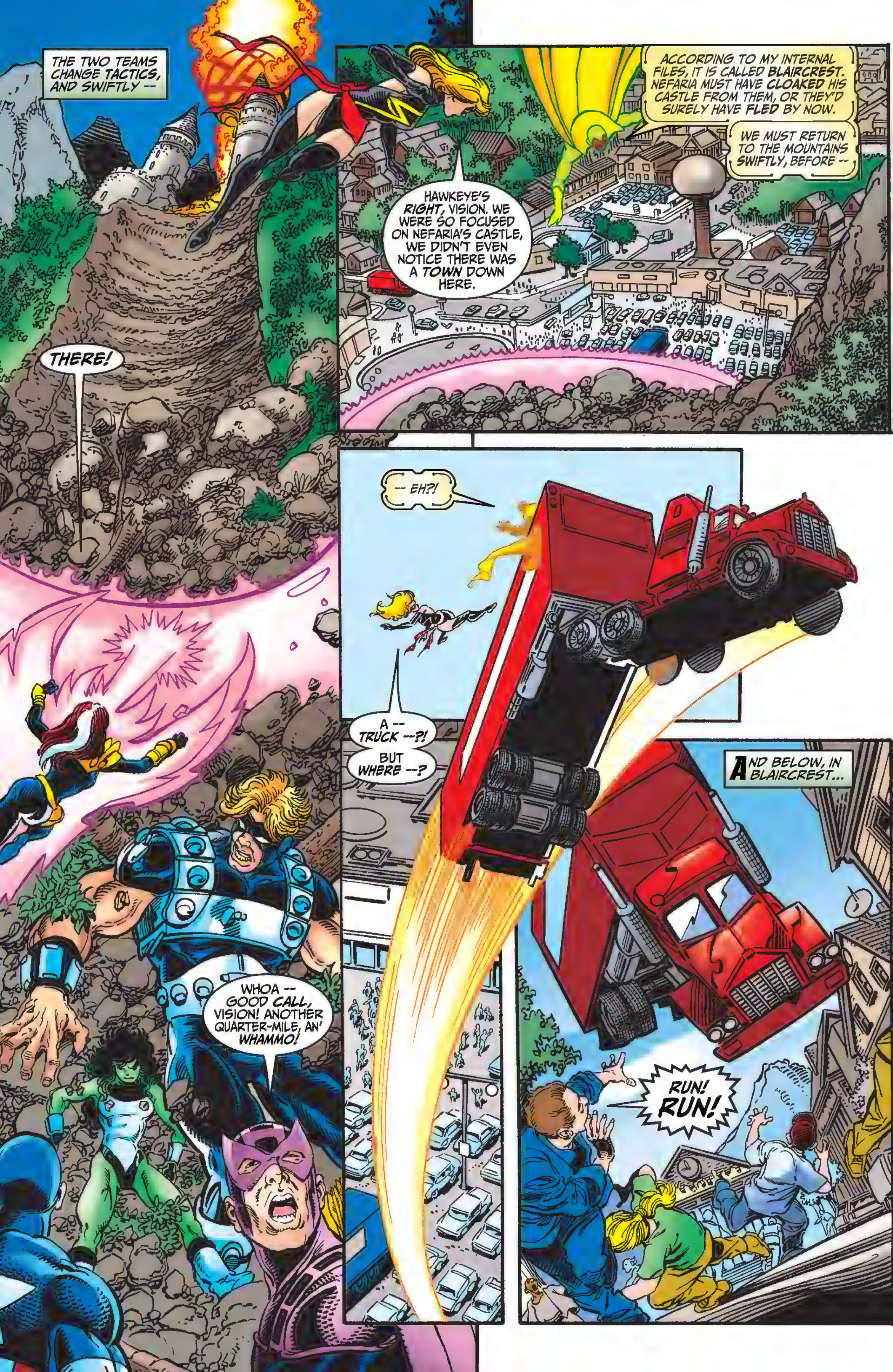
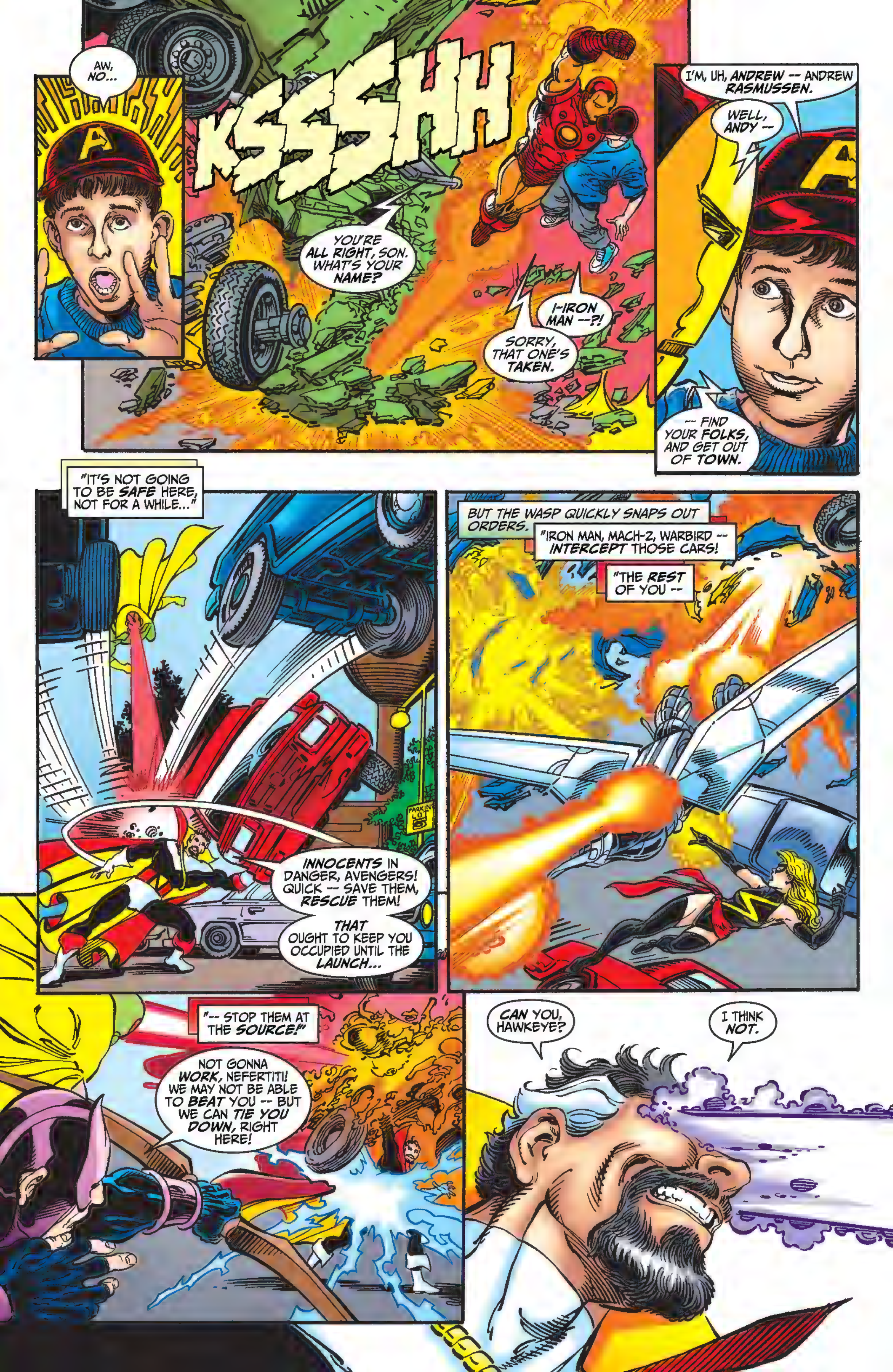
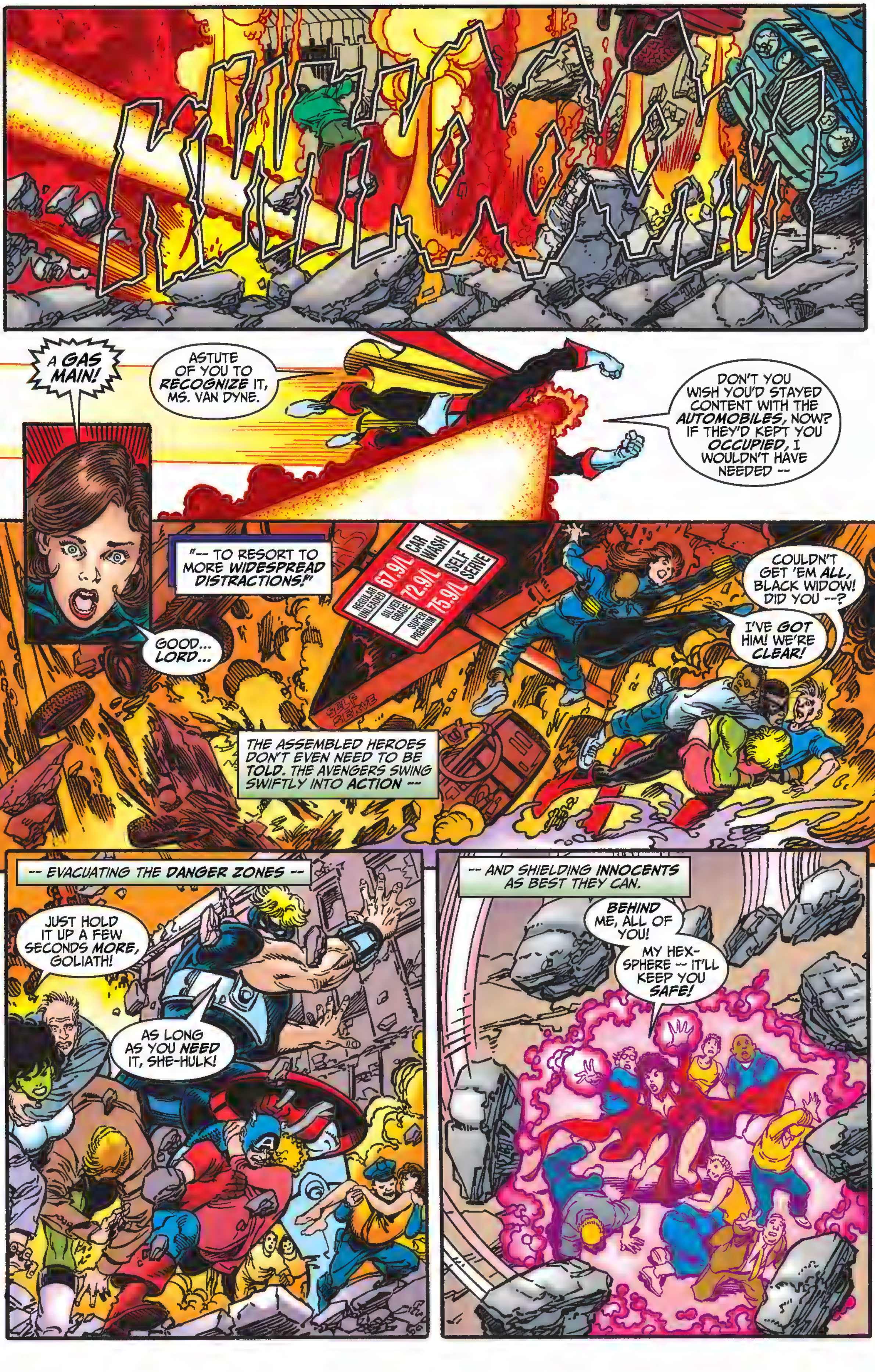

-- IT DIDN'T WORK.
AND THERE CAME A DAY UNLIKE ANY OTHER, WHEN EARTH'S MIGHTIEST HEROES FOUND THEMSELVES UNITED AGAINST A COMMON THREAT! ON THAT DAY, THE AVENGERS WERE BORN TO FIGHT THE FOES NO SINGLE SUPER HERO COULD WITHSTAND! STAN LEE PRESENTS:
THE AVENGERS! in THE NEFARIA PROTOCOLS
HAH!
by Kurt Busiek & George Pérez
AL VEY inks/finishes · TOM SMITH colors
RS & COMICRAFT'S ALBERT DESCHESNE letters
TOM BREVOORT editor · BOB HARRAS editor in chief

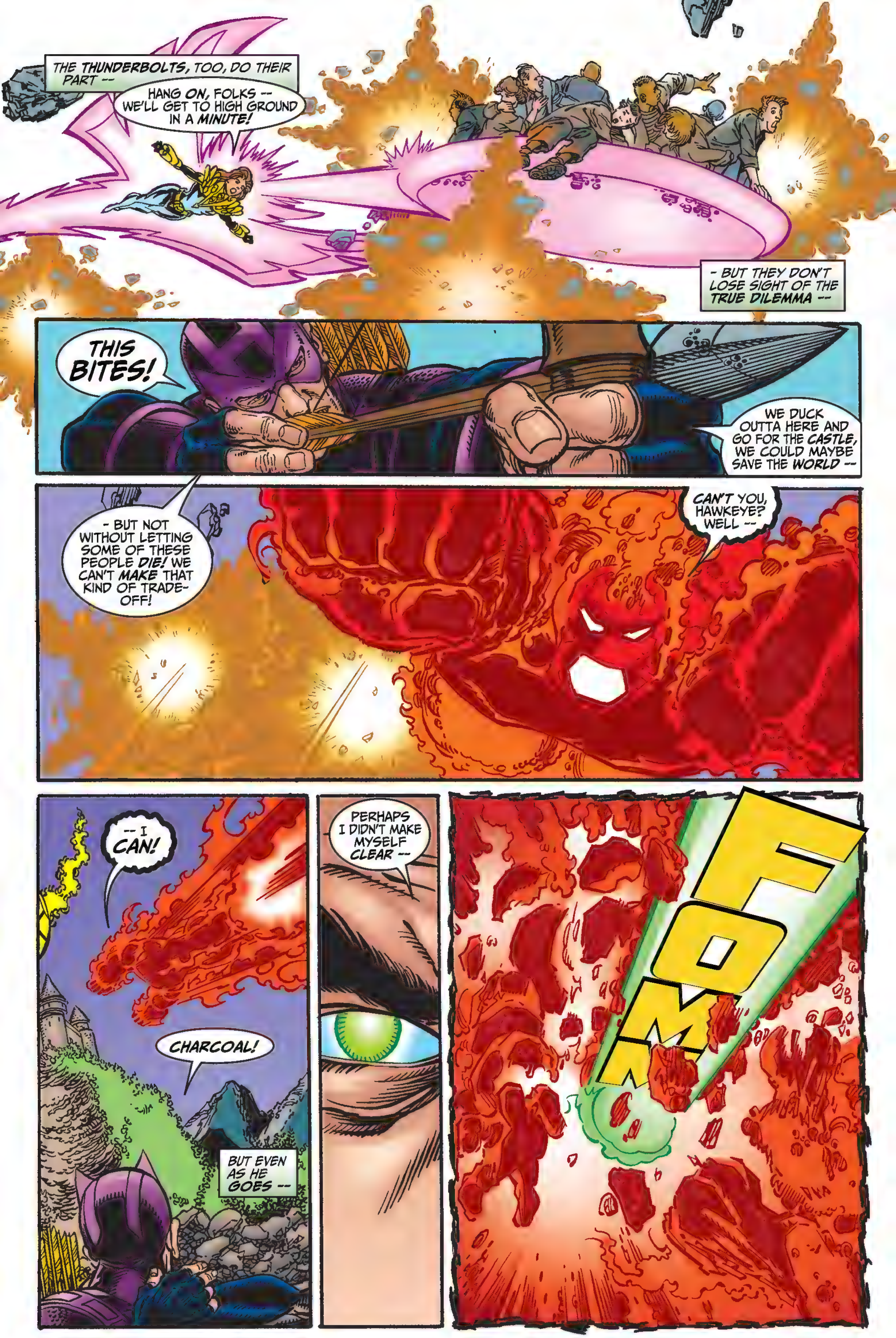

THINGS HAVEN'T GONE WELL FROM THERE.
AS WITNESS, IN ALBERTA'S LIVINGSTONE MOUNTAINS, NEAR CROWSNEST PASS...
FOOLS. SIMPLETONS.
YOU CANNOT PREVAIL AGAINST ME, AVENGERS -- AND YOU KNOW IT. IN MINUTES, MY IONIC BOMB WILL LAUNCH --
-- AND THERE IS NOTHING YOU CAN DO TO STOP IT.
AN IONIC CLOUD WILL SPREAD OVER THE GLOBE. MILLIONS WILL DIE. MILLIONS MORE WILL BE MUTATED. AND MANY WILL BE LEFT UNCHANGED --
-- EXCEPT THAT THE RADIATION WITHIN THEIR BODIES WILL LEAVE THEM SUSCEPTIBLE TO MY WILL -- UNABLE TO RESIST MY CONTROL.
THE WORLD WILL BE FOREVER ALTERED, AVENGERS. RESHAPED IN MY IMAGE. CEASE ANNOYING ME NOW --
-- AND I WILL BE A MERCIFUL MASTER.
WE DON'T HAVE TO BEAT HIM. NOT HEAD TO HEAD.
IT'S THE BOMB WE HAVE TO STOP. SO WE'VE GOT TO GET PAST HIM -- SHUT IT DOWN...
A SURPRISINGLY-SENSIBLE PLAN, WASP, FROM YOU.
HOWEVER --
-- I CAN'T PERMIT YOU TO SUCCEED.
THE CLIFFSIDE -- !
CHRAKK

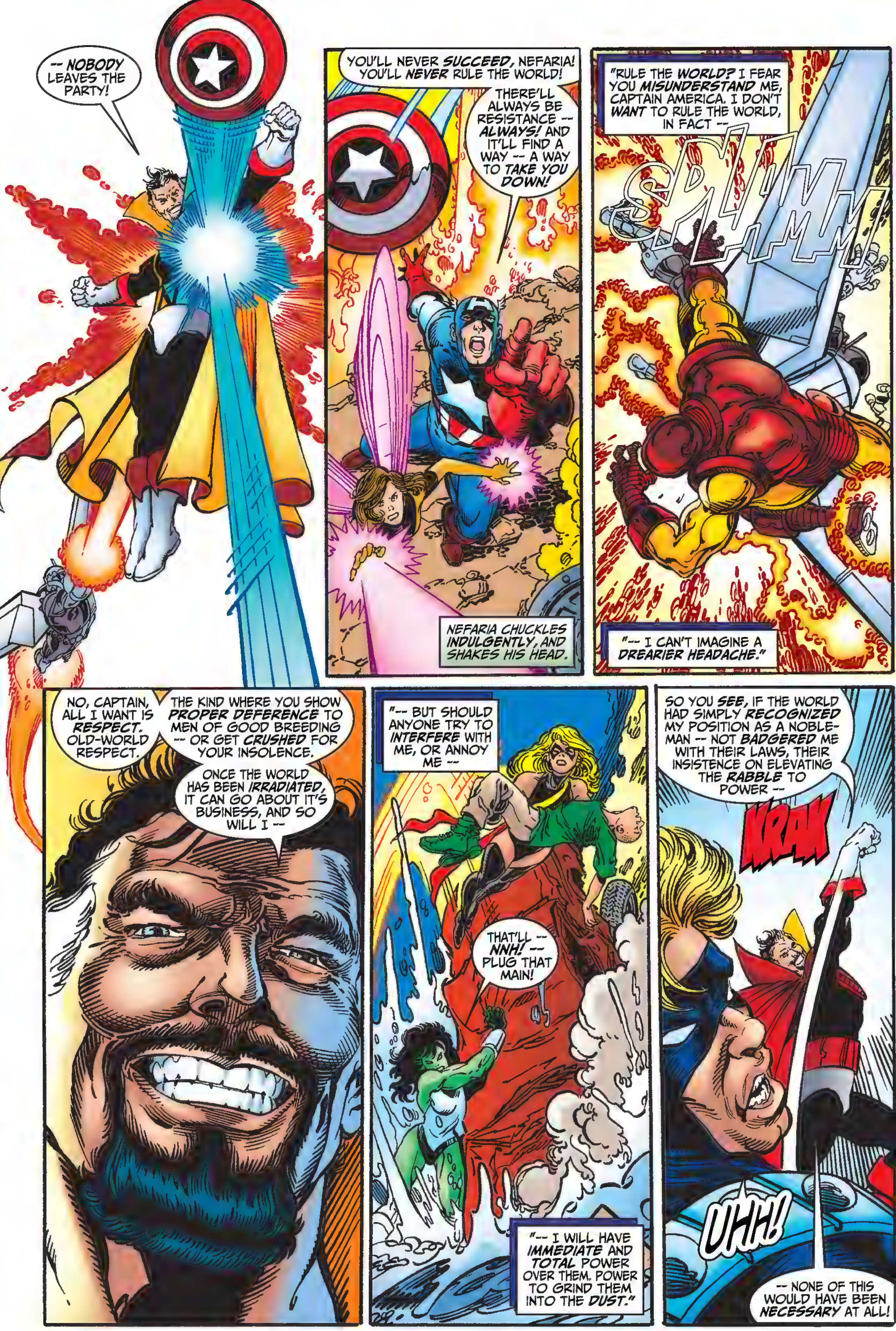

WHATEVER ELSE THESE HEROES HAVE TO SAY, IT'S LOST IN THE RUMBLE OF COUNTLESS TONS OF COLLAPSING ROCK AND EARTH.
UNTIL --
-- HE'S DEMOLISHED THE WHOLE FREAKING CLIFFSIDE!
RESCUE TACTICS, PEOPLE -- GO!
ANYONE FLYING -- GRAB SOMEONE WHO CAN'T! NOW! NOW!
AND THEY DO --
GOT YOU, TRIATHLON!
AH... THANKS, IRON MAN!
HERE! MY SOLID-SOUND POD CAN CARRY ALL THREE OF YOU!
VERY... EFFICIENT, SONGBIRD...
YOU OKAY UP THERE, CAP?
FINE.
CATCH SOMEONE ELSE, MACH-2! I'M MADE OF CHARCOAL -- I CAN SURVIVE A LANDSLIDE!
-- BUT --
AVENGERS, THUNDERBOLTS -- IT IS NOT ENOUGH MERELY TO SAVE OURSELVES!
WE MUST STOP THIS AVALANCHE -- IMMEDIATELY!

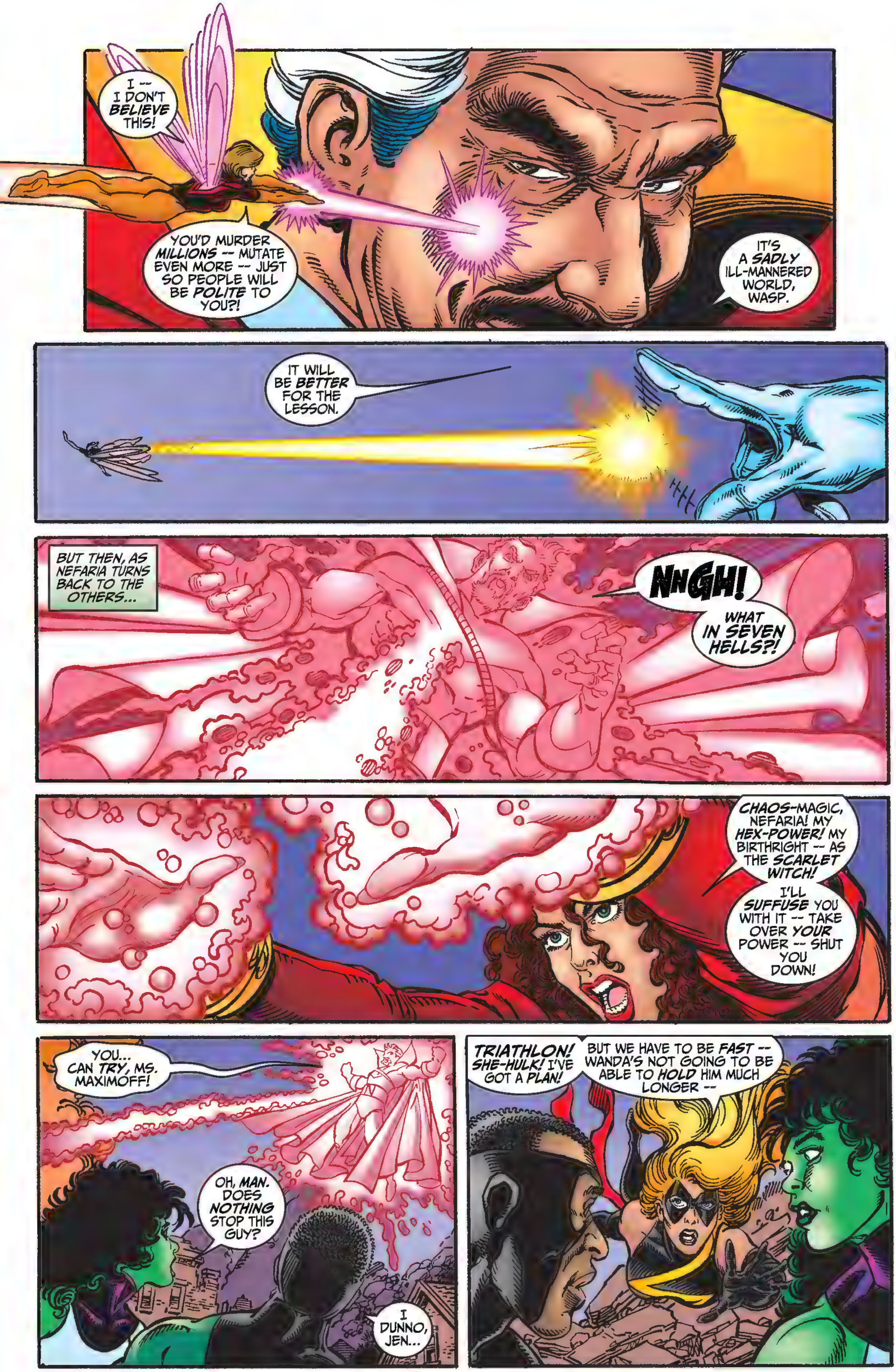

THE TWO TEAMS CHANGE TACTICS, AND SWIFTLY --
THERE!
WHOA -- GOOD CALL, VISION! ANOTHER QUARTER-MILE, AN' WHAMMO!
HAWKEYE'S RIGHT, VISION. WE WERE SO FOCUSED ON NEFARIA'S CASTLE, WE DIDN'T EVEN NOTICE THERE WAS A TOWN DOWN HERE.
ACCORDING TO MY INTERNAL FILES, IT IS CALLED BLAIRCREST. NEFARIA MUST HAVE CLOAKED HIS CASTLE FROM THEM, OR THEY'D SURELY HAVE FLED BY NOW.
WE MUST RETURN TO THE MOUNTAINS SWIFTLY, BEFORE --
-- EH?!
A -- TRUCK --?! BUT WHERE --?
AND BELOW, IN BLAIRCREST...
RUN! RUN!

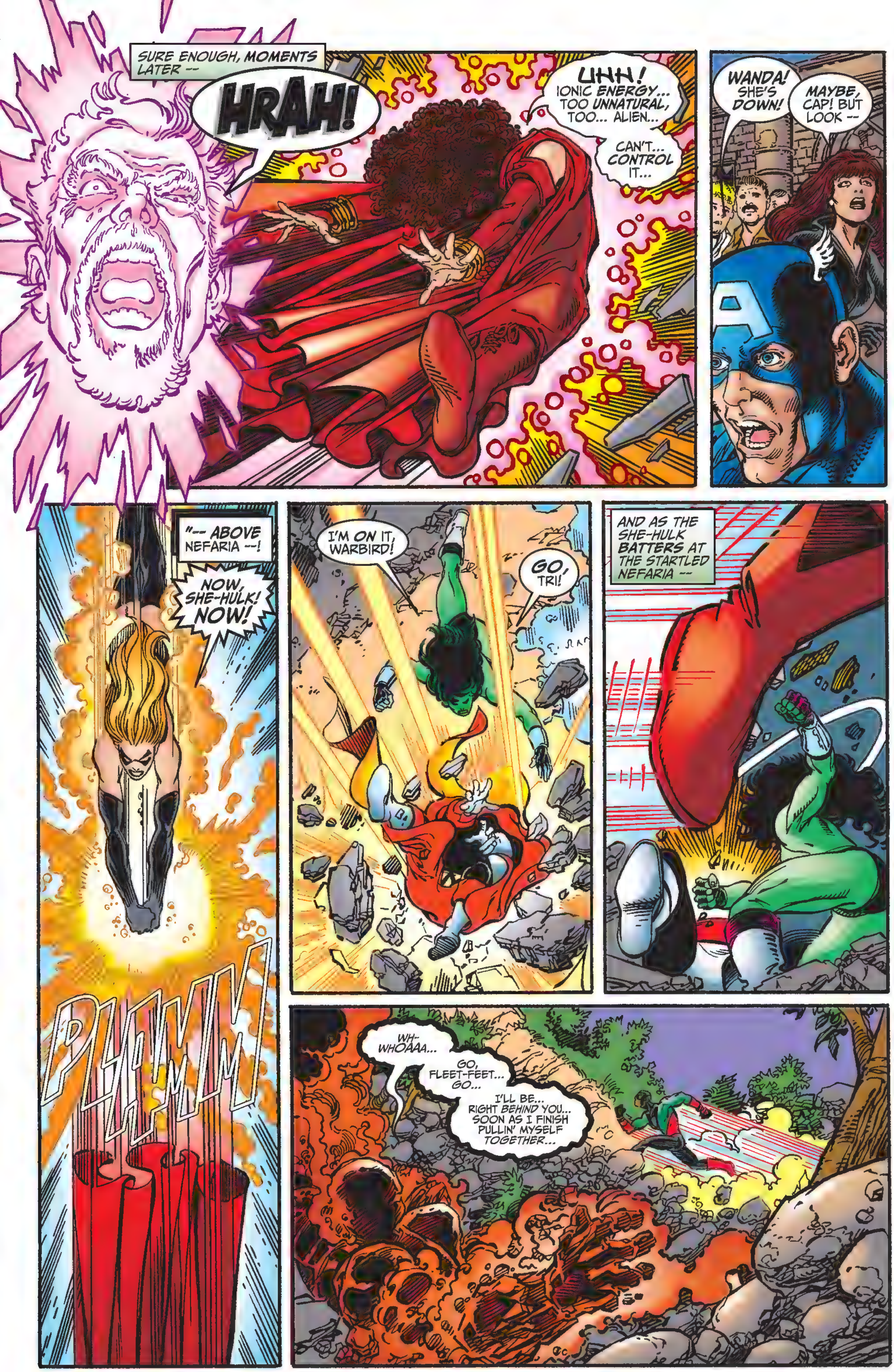

AW, NO...
KSSSHH
YOU'RE ALL RIGHT, SON. WHAT'S YOUR NAME?
I-IRON MAN --?!
SORRY, THAT ONE'S TAKEN.
I'M, UH, ANDREW -- ANDREW RASMUSSEN.
WELL, ANDY --
-- FIND YOUR FOLKS, AND GET OUT OF TOWN.
"IT'S NOT GOING TO BE SAFE HERE, NOT FOR A WHILE..."
PARKING LOT
INNOCENTS IN DANGER, AVENGERS! QUICK -- SAVE THEM, RESCUE THEM!
THAT OUGHT TO KEEP YOU OCCUPIED UNTIL THE LAUNCH...
BUT THE WASP QUICKLY SNAPS OUT ORDERS.
"IRON MAN, MACH-2, WARBIRD -- INTERCEPT THOSE CARS!
"THE REST OF YOU --
"-- STOP THEM AT THE SOURCE!"
NOT GONNA WORK, NEFERTITI! WE MAY NOT BE ABLE TO BEAT YOU -- BUT WE CAN TIE YOU DOWN, RIGHT HERE!
CAN YOU, HAWKEYE?
I THINK NOT.

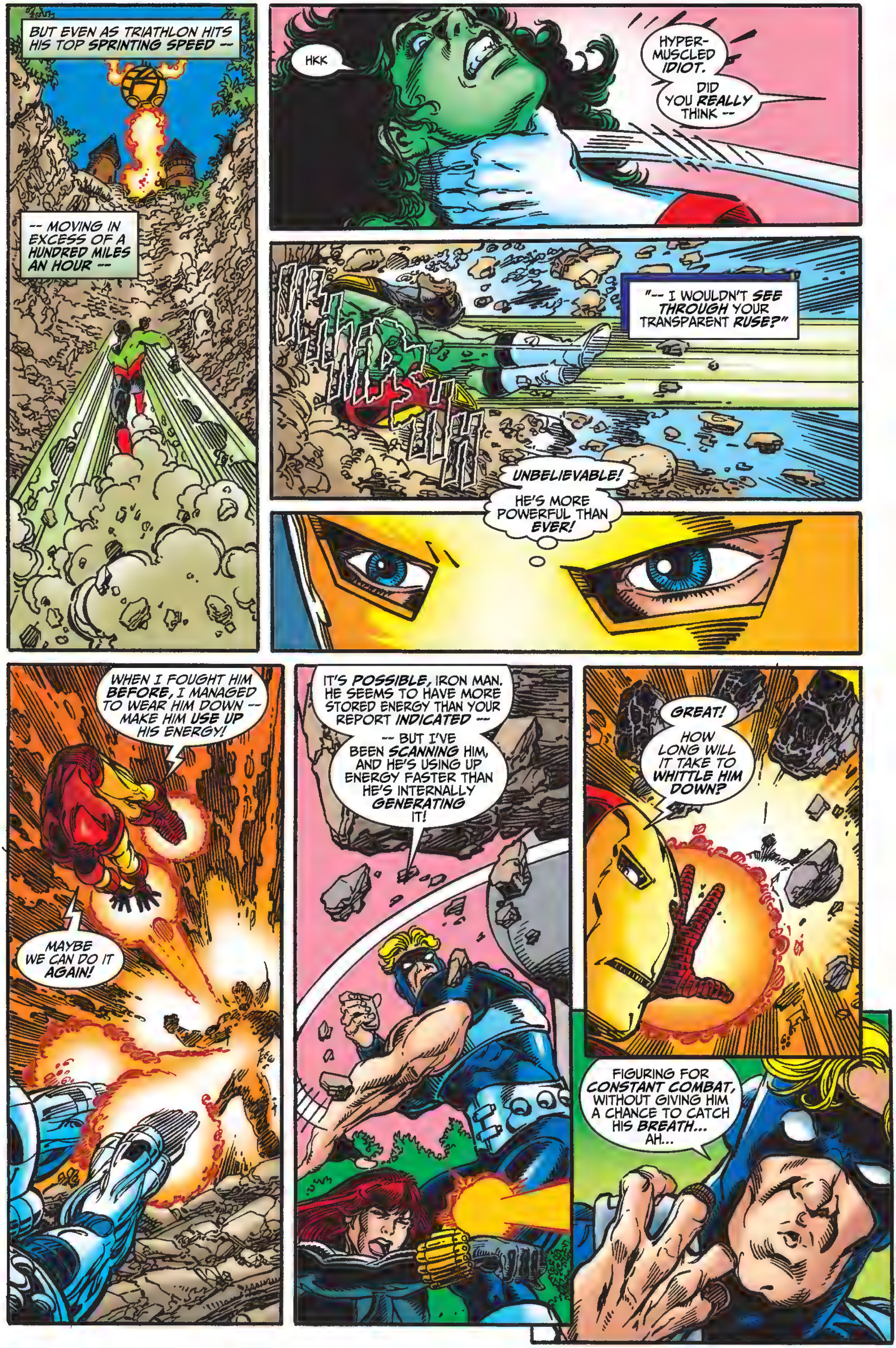

A GAS MAIN!
ASTUTE OF YOU TO RECOGNIZE IT, MS. VAN DYNE.
DON'T YOU WISH YOU'D STAYED CONTENT WITH THE AUTOMOBILES, NOW? IF THEY'D KEPT YOU OCCUPIED, I WOULDN'T HAVE NEEDED --
"-- TO RESORT TO MORE WIDESPREAD DISTRACTIONS!"
GOOD... LORD...
CAR WASH
SELF SERVE
REGULAR UNLEADED 67.9/L
SILVER GRADE 72.9/L
SUPER PREMIUM 75.9/L
SELF SERVE
COULDN'T GET 'EM ALL, BLACK WIDOW! DID YOU --?
I'VE GOT HIM! WE'RE CLEAR!
THE ASSEMBLED HEROES DON'T EVEN NEED TO BE TOLD. THE AVENGERS SWING SWIFTLY INTO ACTION --
-- EVACUATING THE DANGER ZONES --
JUST HOLD IT UP A FEW SECONDS MORE, GOLIATH!
AS LONG AS YOU NEED IT, SHE-HULK!
-- AND SHIELDING INNOCENTS AS BEST THEY CAN.
BEHIND ME, ALL OF YOU!
MY HEX-SPHERE -- IT'LL KEEP YOU SAFE!

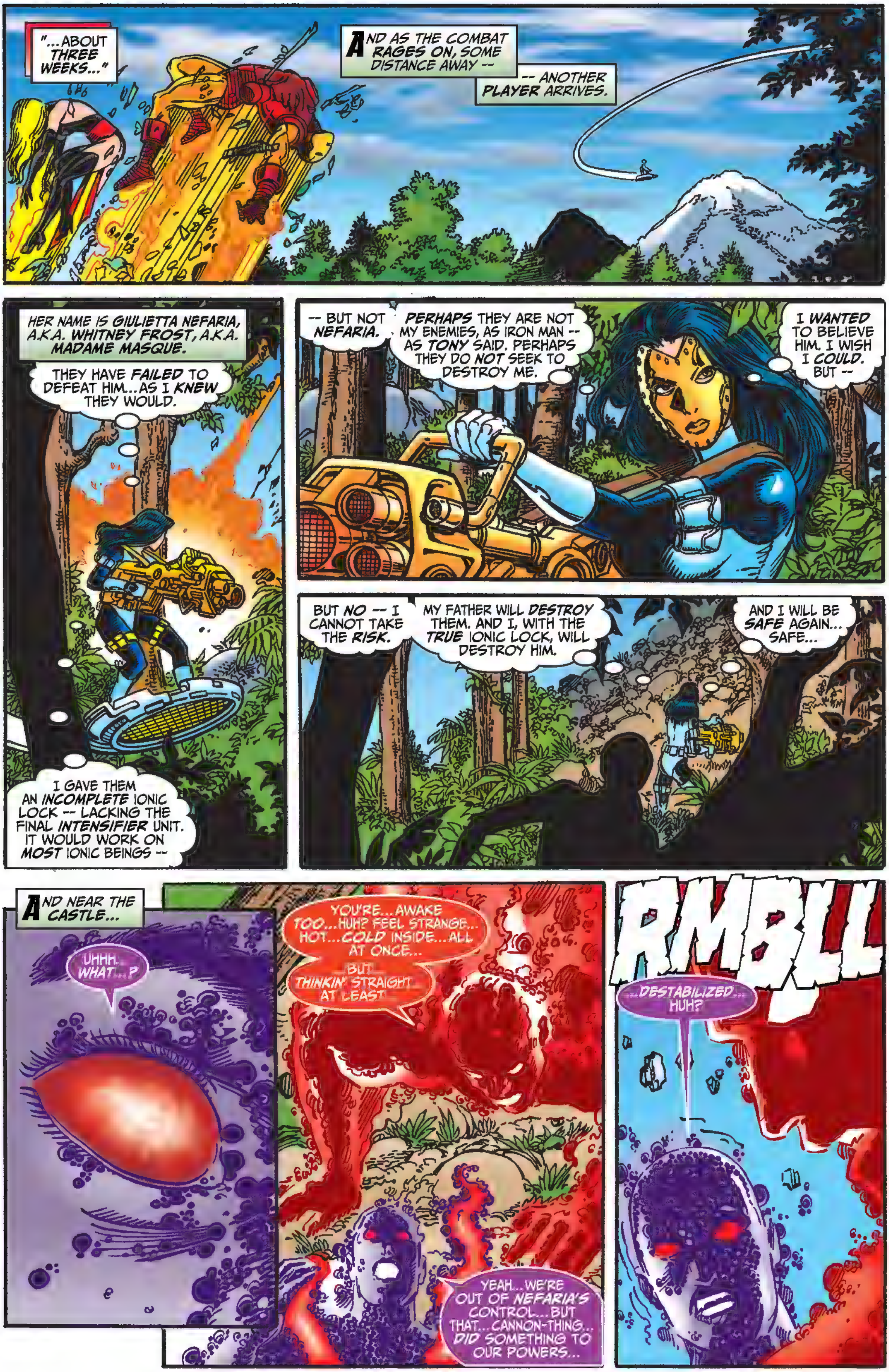

THE THUNDERBOLTS, TOO, DO THEIR PART --
HANG ON, FOLKS -- WE'LL GET TO HIGH GROUND IN A MINUTE!
- BUT THEY DON'T LOSE SIGHT OF THE TRUE DILEMMA --
THIS BITES!
WE DUCK OUTTA HERE AND GO FOR THE CASTLE, WE COULD MAYBE SAVE THE WORLD --
- BUT NOT WITHOUT LETTING SOME OF THESE PEOPLE DIE! WE CAN'T MAKE THAT KIND OF TRADE-OFF!
CAN'T YOU, HAWKEYE? WELL --
-- I CAN!
CHARCOAL!
BUT EVEN AS HE GOES --
PERHAPS I DIDN'T MAKE MYSELF CLEAR --
FOOM

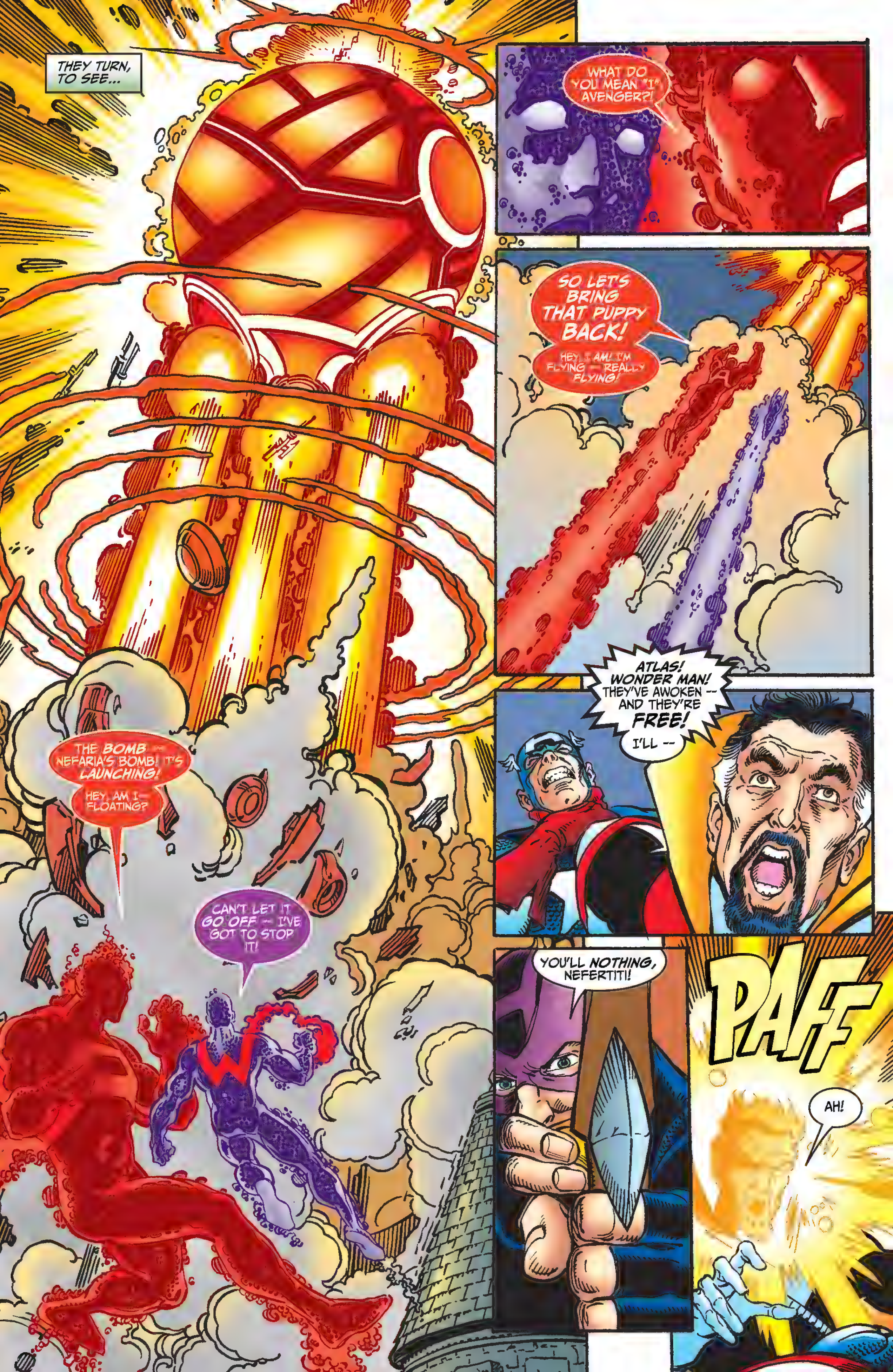

-- NOBODY LEAVES THE PARTY!
YOU'LL NEVER SUCCEED, NEFARIA! YOU'LL NEVER RULE THE WORLD!
THERE'LL ALWAYS BE RESISTANCE -- ALWAYS! AND IT'LL FIND A WAY -- A WAY TO TAKE YOU DOWN!
NEFARIA CHUCKLES INDULGENTLY, AND SHAKES HIS HEAD.
"RULE THE WORLD? I FEAR YOU MISUNDERSTAND ME, CAPTAIN AMERICA. I DON'T WANT TO RULE THE WORLD, IN FACT --
SPLMMM
"-- I CAN'T IMAGINE A DREARIER HEADACHE."
NO, CAPTAIN, ALL I WANT IS RESPECT. OLD-WORLD RESPECT.
THE KIND WHERE YOU SHOW PROPER DEFERENCE TO MEN OF GOOD BREEDING -- OR GET CRUSHED FOR YOUR INSOLENCE.
ONCE THE WORLD HAS BEEN IRRADIATED, IT CAN GO ABOUT IT'S BUSINESS, AND SO WILL I --
"-- BUT SHOULD ANYONE TRY TO INTERFERE WITH ME, OR ANNOY ME --
THAT'LL -- NNH! -- PLUG THAT MAIN!
"-- I WILL HAVE IMMEDIATE AND TOTAL POWER OVER THEM. POWER TO GRIND THEM INTO THE DUST."
SO YOU SEE, IF THE WORLD HAD SIMPLY RECOGNIZED MY POSITION AS A NOBLEMAN -- NOT BADGERED ME WITH THEIR LAWS, THEIR INSISTENCE ON ELEVATING THE RABBLE TO POWER --
KRAK
UHH!
-- NONE OF THIS WOULD HAVE BEEN NECESSARY AT ALL!

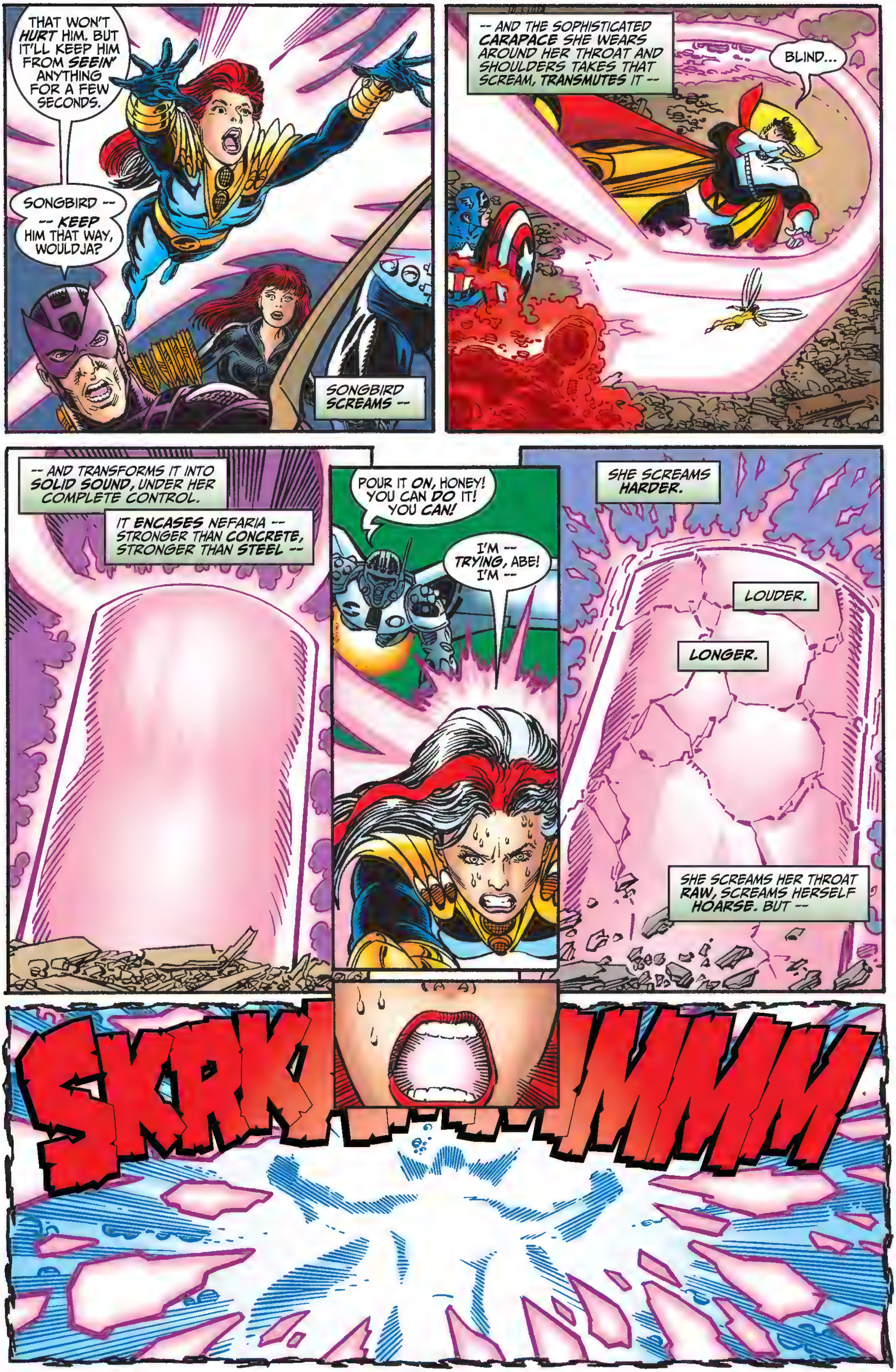

I -- I DON'T *BELIEVE* THIS!
YOU'D MURDER *MILLIONS* -- MUTATE EVEN MORE -- JUST SO PEOPLE WILL BE *POLITE* TO YOU?!
IT'S A *SADLY* ILL-MANNERED WORLD, WASP.
IT WILL BE *BETTER* FOR THE LESSON.
BUT THEN, AS NEFARIA TURNS BACK TO THE OTHERS...
NNGH!
WHAT IN SEVEN HELLS?!
CHAOS-MAGIC, NEFARIA! MY *HEX-POWER!* MY BIRTHRIGHT -- AS THE *SCARLET WITCH!*
I'LL *SUFFUSE* YOU WITH IT -- TAKE OVER *YOUR* POWER -- SHUT YOU DOWN!
YOU... CAN *TRY*, MS. MAXIMOFF!
OH, *MAN.* DOES *NOTHING* STOP THIS GUY?
I DUNNO, JEN...
TRIATHLON! SHE-HULK! I'VE GOT A *PLAN!*
BUT WE HAVE TO BE *FAST* -- WANDA'S NOT GOING TO BE ABLE TO *HOLD* HIM MUCH LONGER --

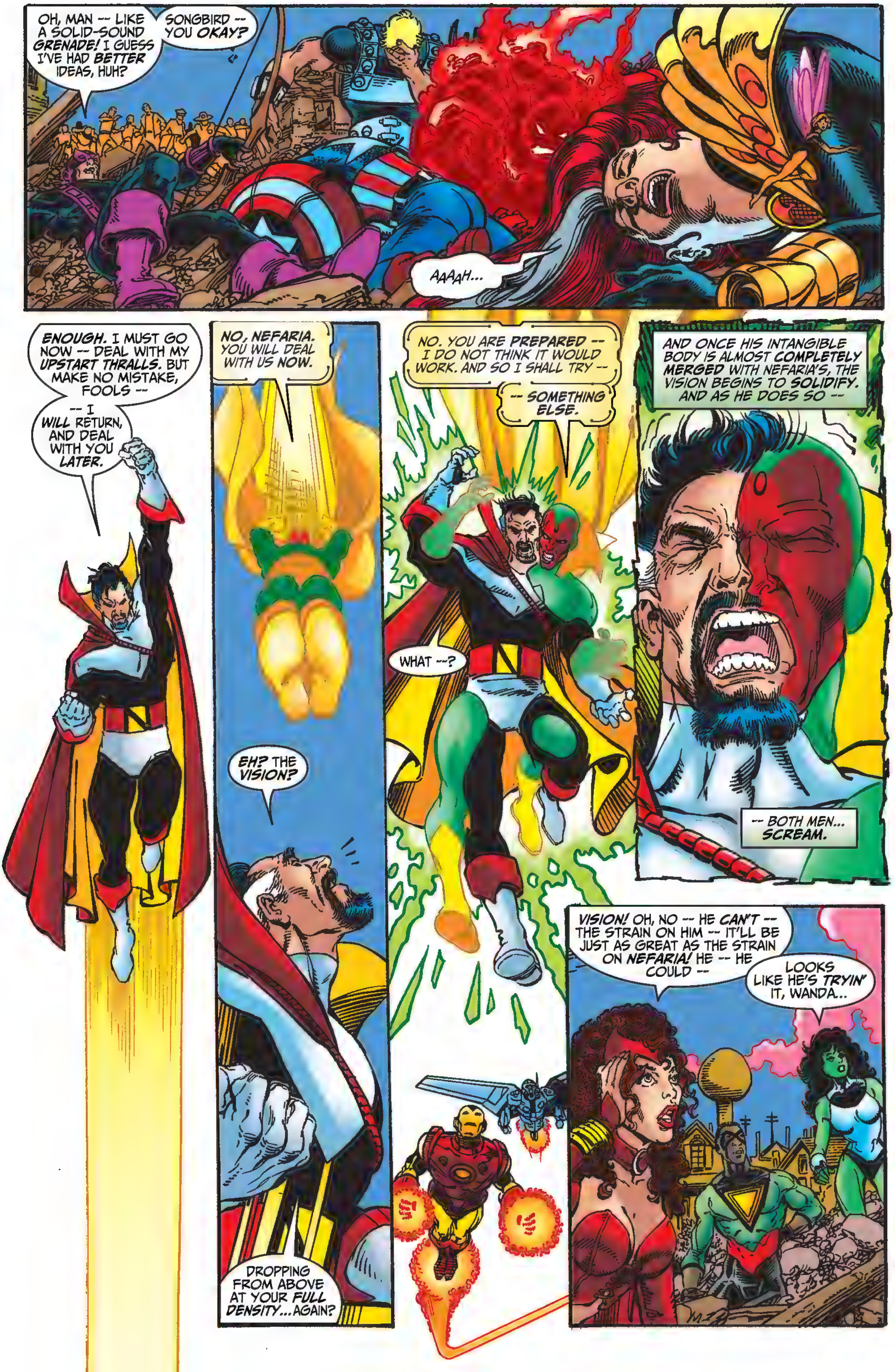

SURE ENOUGH, MOMENTS LATER --
HRAH!
UHH! IONIC ENERGY... TOO UNNATURAL, TOO... ALIEN...
CAN'T... CONTROL IT...
WANDA! SHE'S DOWN!
MAYBE, CAP! BUT LOOK --
"-- ABOVE NEFARIA --!
NOW, SHE-HULK! NOW!
PLHMM
I'M ON IT, WARBIRD!
GO, TRI!
AND AS THE SHE-HULK BATTERS AT THE STARTLED NEFARIA --
WH-WHOAAA...
GO, FLEET-FEET... GO...
I'LL BE... RIGHT BEHIND YOU... SOON AS I FINISH PULLIN' MYSELF TOGETHER...

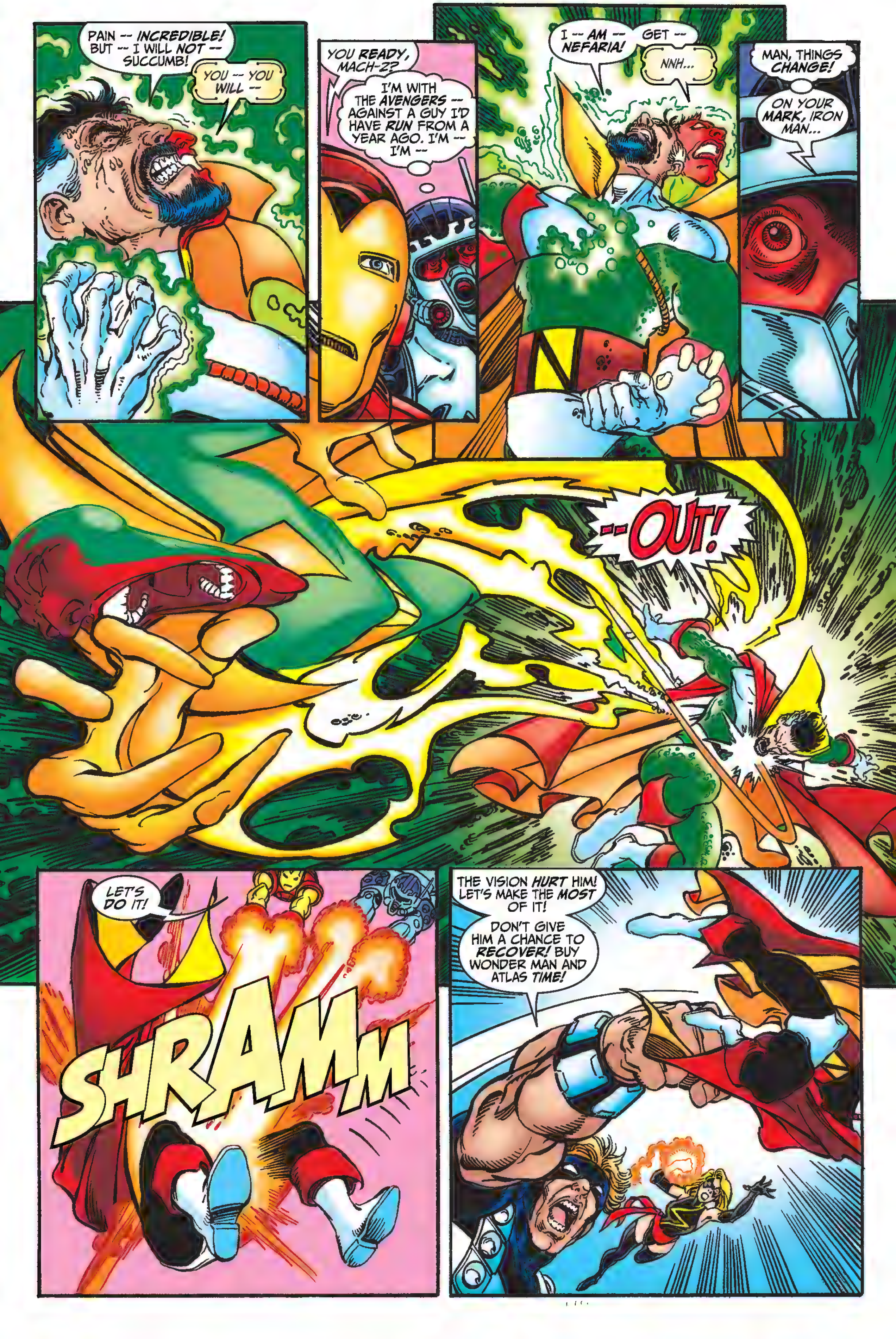

BUT EVEN AS TRIATHLON HITS HIS TOP SPRINTING SPEED --
-- MOVING IN EXCESS OF A HUNDRED MILES AN HOUR --
HKK
HYPER-MUSCLED IDIOT.
DID YOU REALLY THINK --
"-- I WOULDN'T SEE THROUGH YOUR TRANSPARENT RUSE?"
UNBELIEVABLE!
HE'S MORE POWERFUL THAN EVER!
WHEN I FOUGHT HIM BEFORE, I MANAGED TO WEAR HIM DOWN -- MAKE HIM USE UP HIS ENERGY!
MAYBE WE CAN DO IT AGAIN!
IT'S POSSIBLE, IRON MAN. HE SEEMS TO HAVE MORE STORED ENERGY THAN YOUR REPORT INDICATED --
-- BUT I'VE BEEN SCANNING HIM, AND HE'S USING UP ENERGY FASTER THAN HE'S INTERNALLY GENERATING IT!
GREAT!
HOW LONG WILL IT TAKE TO WHITTLE HIM DOWN?
FIGURING FOR CONSTANT COMBAT, WITHOUT GIVING HIM A CHANCE TO CATCH HIS BREATH... AH...

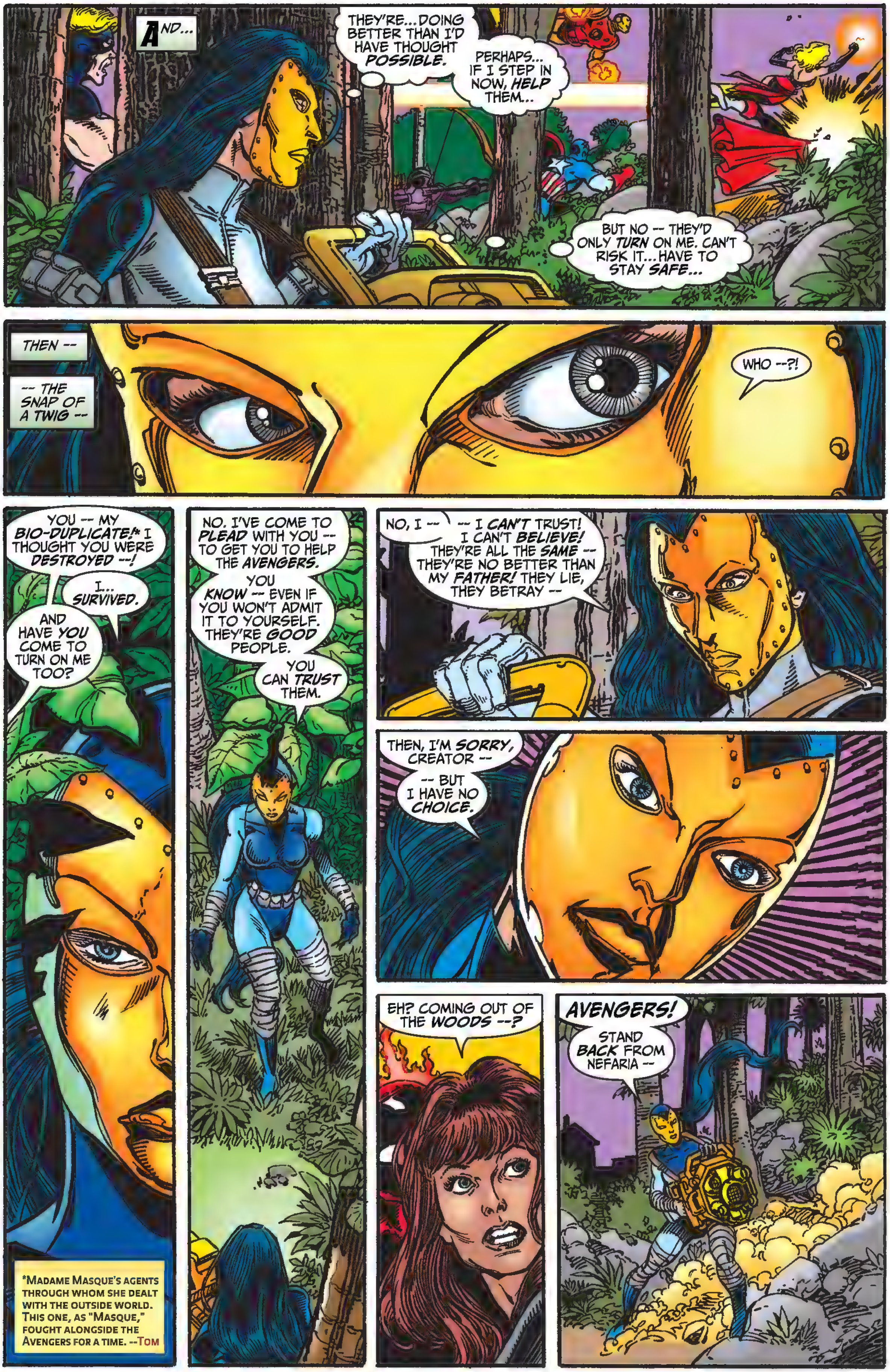

"...ABOUT THREE WEEKS..."
AND AS THE COMBAT RAGES ON, SOME DISTANCE AWAY --
-- ANOTHER PLAYER ARRIVES.
HER NAME IS GIULIETTA NEFARIA, A.K.A. WHITNEY FROST, A.K.A. MADAME MASQUE.
THEY HAVE FAILED TO DEFEAT HIM...AS I KNEW THEY WOULD.
I GAVE THEM AN INCOMPLETE IONIC LOCK -- LACKING THE FINAL INTENSIFIER UNIT. IT WOULD WORK ON MOST IONIC BEINGS --
-- BUT NOT NEFARIA.
PERHAPS THEY ARE NOT MY ENEMIES, AS IRON MAN -- AS TONY SAID. PERHAPS THEY DO NOT SEEK TO DESTROY ME.
I WANTED TO BELIEVE HIM. I WISH I COULD. BUT --
BUT NO -- I CANNOT TAKE THE RISK.
MY FATHER WILL DESTROY THEM. AND I, WITH THE TRUE IONIC LOCK, WILL DESTROY HIM.
AND I WILL BE SAFE AGAIN... SAFE...
AND NEAR THE CASTLE...
UHHH... WHAT...?
YOU'RE...AWAKE TOO...HUH? FEEL STRANGE... HOT...COLD INSIDE...ALL AT ONCE...
...BUT THINKIN' STRAIGHT AT LEAST.
YEAH...WE'RE OUT OF NEFARIA'S CONTROL...BUT THAT...CANNON-THING... DID SOMETHING TO OUR POWERS...
RMBLL
...DESTABILIZED... HUH?


THEY TURN, TO SEE...
THE BOMB -- NEFARIA'S BOMB! IT'S LAUNCHING!
HEY, AM I-- FLOATING?
CAN'T LET IT GO OFF -- I'VE GOT TO STOP IT!
WHAT DO YOU MEAN "I" AVENGER?!
SO LET'S BRING THAT PUPPY BACK!
HEY, I AM! I'M FLYING -- REALLY FLYING!
ATLAS! WONDER MAN! THEY'VE AWOKEN -- AND THEY'RE FREE!
I'LL --
YOU'LL NOTHING, NEFERTITI!
PAFF
AH!

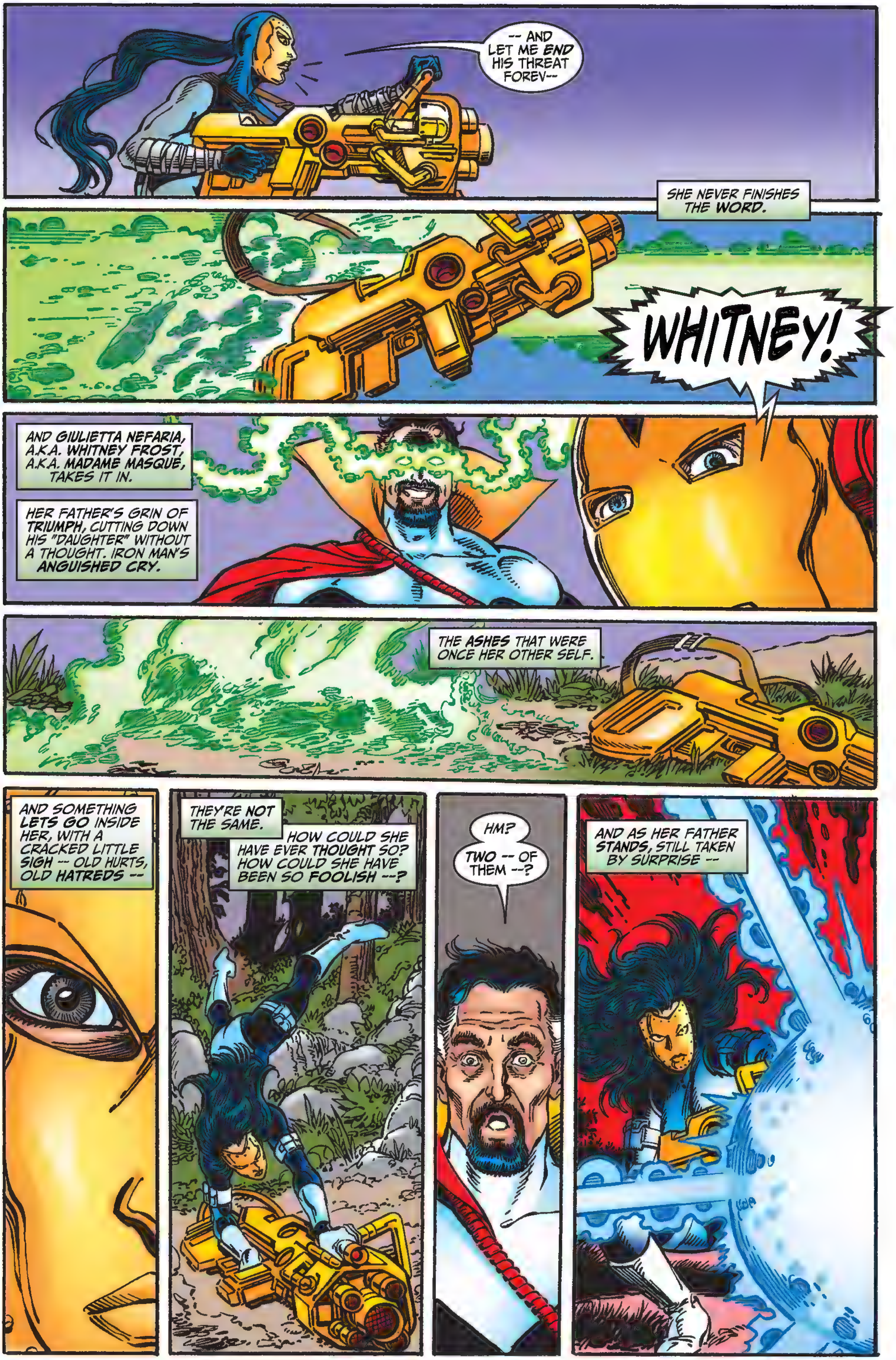

THAT WON'T HURT HIM. BUT IT'LL KEEP HIM FROM SEEIN' ANYTHING FOR A FEW SECONDS.
SONGBIRD --
-- KEEP HIM THAT WAY, WOULDJA?
SONGBIRD SCREAMS --
-- AND THE SOPHISTICATED CARAPACE SHE WEARS AROUND HER THROAT AND SHOULDERS TAKES THAT SCREAM, TRANSMUTES IT --
BLIND...
-- AND TRANSFORMS IT INTO SOLID SOUND, UNDER HER COMPLETE CONTROL.
IT ENCASES NEFARIA -- STRONGER THAN CONCRETE, STRONGER THAN STEEL --
POUR IT ON, HONEY! YOU CAN DO IT! YOU CAN!
I'M -- TRYING, ABE! I'M --
SHE SCREAMS HARDER.
LOUDER.
LONGER.
SHE SCREAMS HER THROAT RAW, SCREAMS HERSELF HOARSE. BUT --
SKRK MMMM

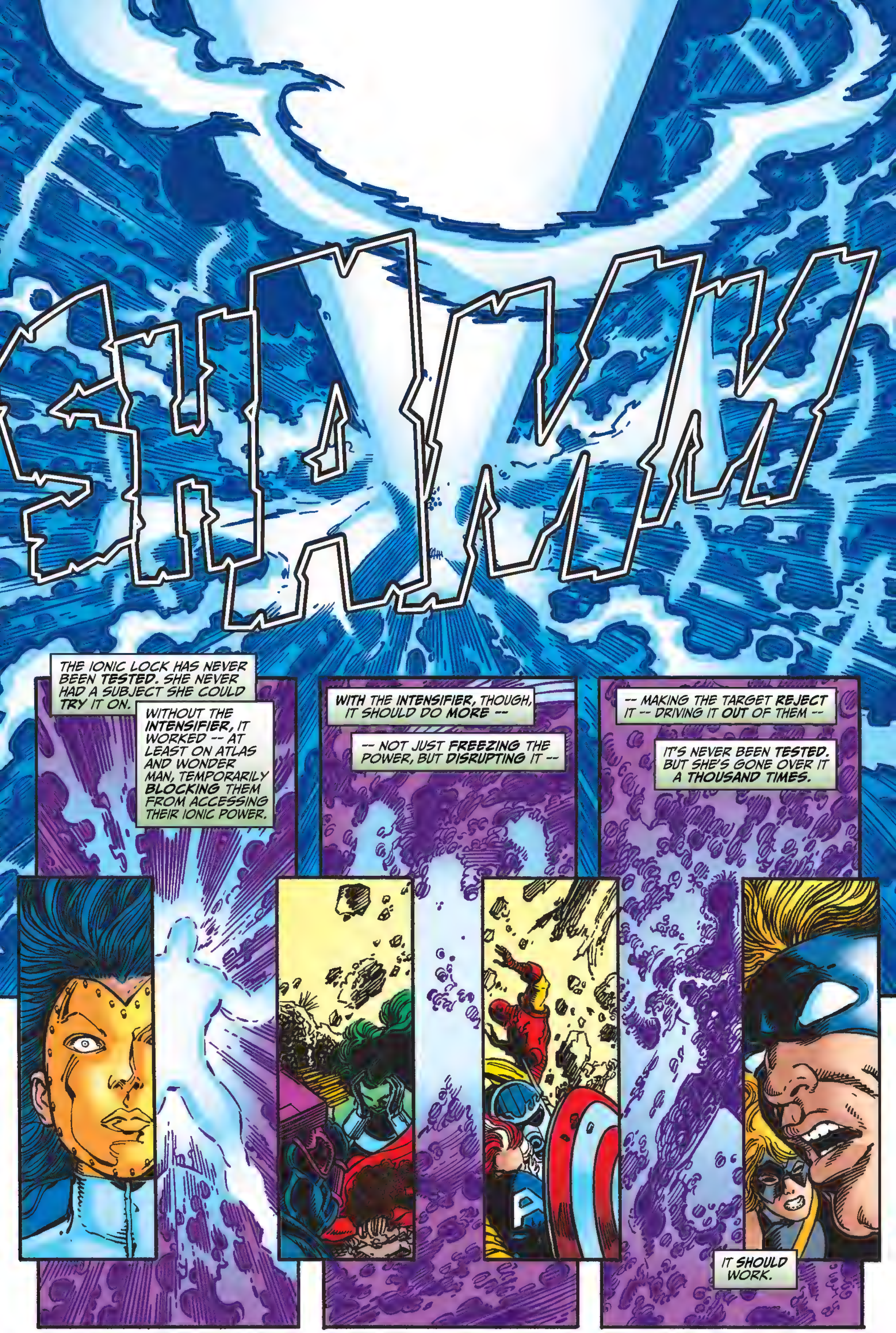

OH, MAN -- LIKE A SOLID-SOUND ***GRENADE!*** I GUESS I'VE HAD ***BETTER*** IDEAS, HUH?
SONGBIRD -- YOU ***OKAY?***
AAAAH...
ENOUGH. I MUST GO NOW -- DEAL WITH MY ***UPSTART THRALLS.*** BUT MAKE NO MISTAKE, FOOLS --
-- I ***WILL*** RETURN, AND DEAL WITH YOU ***LATER.***
*NO, **NEFARIA.** YOU WILL DEAL WITH US **NOW.***
EH? THE ***VISION?***
DROPPING FROM ABOVE AT YOUR ***FULL DENSITY...*** AGAIN?
*NO. YOU ARE **PREPARED** -- I DO NOT THINK IT WOULD WORK. AND SO I SHALL TRY --*
-- SOMETHING ELSE.
WHAT --?
*AND ONCE HIS INTANGIBLE BODY IS ALMOST **COMPLETELY MERGED** WITH NEFARIA'S, THE VISION BEGINS TO **SOLIDIFY.** AND AS HE DOES SO --*
*-- BOTH MEN... **SCREAM.***
VISION! OH, NO -- HE ***CAN'T*** -- THE STRAIN ON HIM -- IT'LL BE JUST AS GREAT AS THE STRAIN ON ***NEFARIA!*** HE -- HE COULD --
LOOKS LIKE HE'S ***TRYIN'*** IT, WANDA...

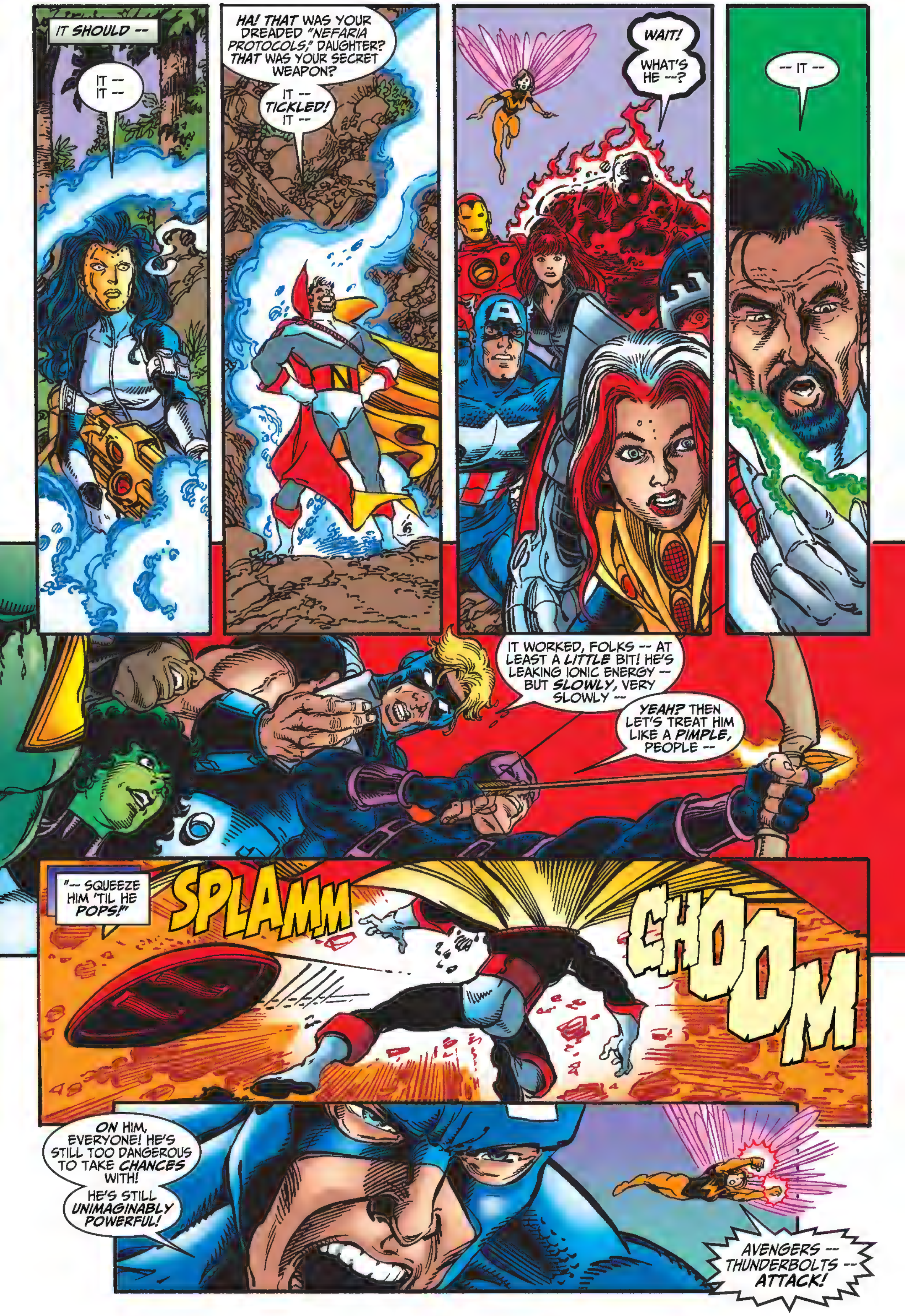

PAIN -- *INCREDIBLE!* BUT -- I WILL *NOT* -- SUCCUMB!
YOU -- YOU WILL --
YOU *READY,* MACH-2?
I'M WITH THE *AVENGERS* -- AGAINST A GUY I'D HAVE *RUN* FROM A YEAR AGO. I'M -- I'M --
I -- *AM* -- *NEFARIA!*
GET --
NNH...
MAN, THINGS *CHANGE!*
ON YOUR *MARK,* IRON MAN...
--OUT!
LET'S *DO* IT!
SHRAMM
THE VISION *HURT* HIM! LET'S MAKE THE *MOST* OF IT!
DON'T GIVE HIM A CHANCE TO *RECOVER!* BUY WONDER MAN AND ATLAS *TIME!*

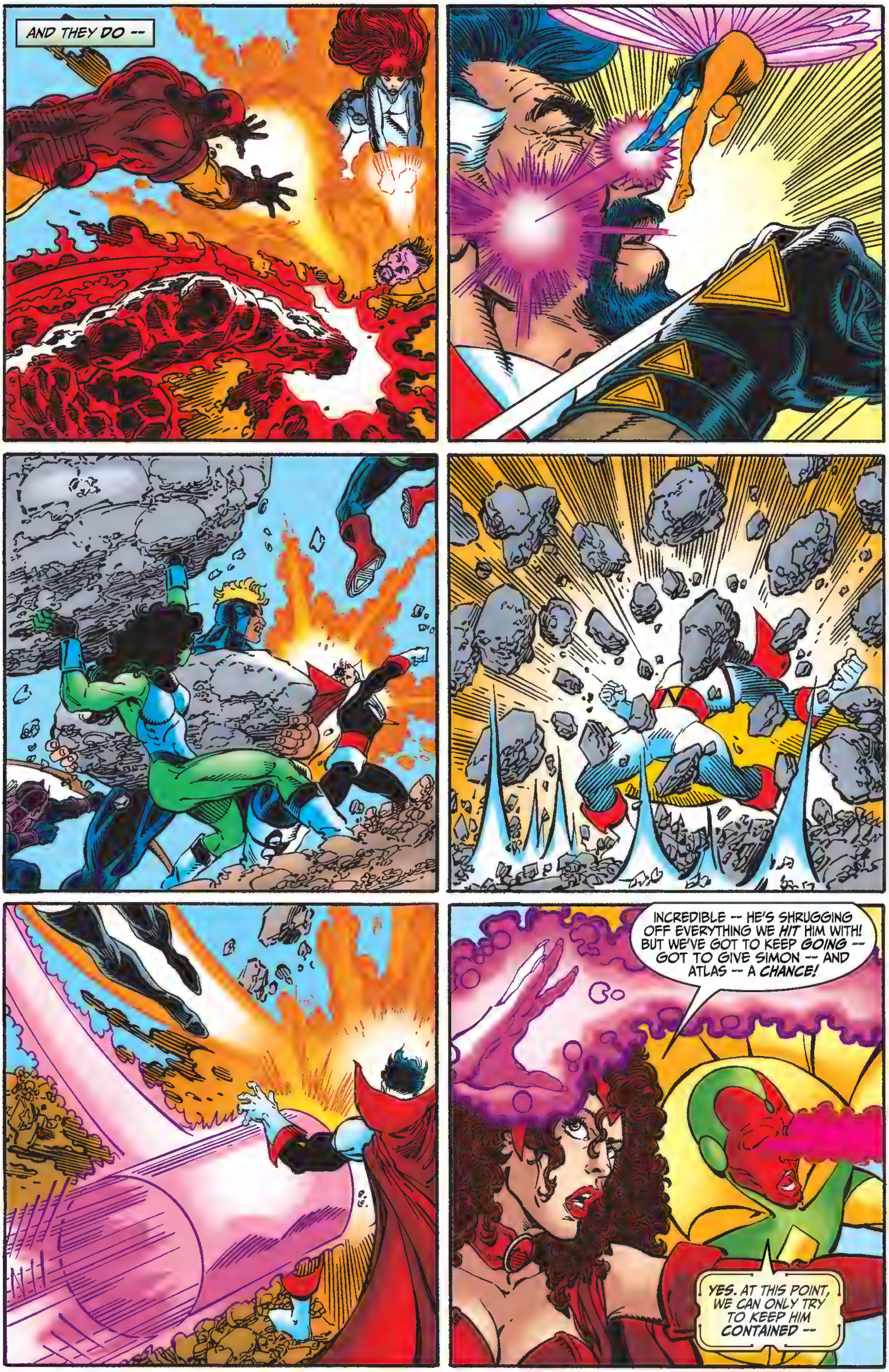

AND...
THEY'RE...DOING BETTER THAN I'D HAVE THOUGHT POSSIBLE.
PERHAPS... IF I STEP IN NOW, HELP THEM...
BUT NO -- THEY'D ONLY TURN ON ME. CAN'T RISK IT...HAVE TO STAY SAFE...
THEN --
-- THE SNAP OF A TWIG --
WHO --?!
YOU -- MY BIO-DUPLICATE!* I THOUGHT YOU WERE DESTROYED --!
I... SURVIVED.
AND HAVE YOU COME TO TURN ON ME TOO?
NO. I'VE COME TO PLEAD WITH YOU -- TO GET YOU TO HELP THE AVENGERS.
YOU KNOW -- EVEN IF YOU WON'T ADMIT IT TO YOURSELF. THEY'RE GOOD PEOPLE.
YOU CAN TRUST THEM.
NO, I --
-- I CAN'T TRUST! I CAN'T BELIEVE! THEY'RE ALL THE SAME -- THEY'RE NO BETTER THAN MY FATHER! THEY LIE, THEY BETRAY --
THEN, I'M SORRY, CREATOR --
-- BUT I HAVE NO CHOICE.
EH? COMING OUT OF THE WOODS --?
AVENGERS!
STAND BACK FROM NEFARIA --

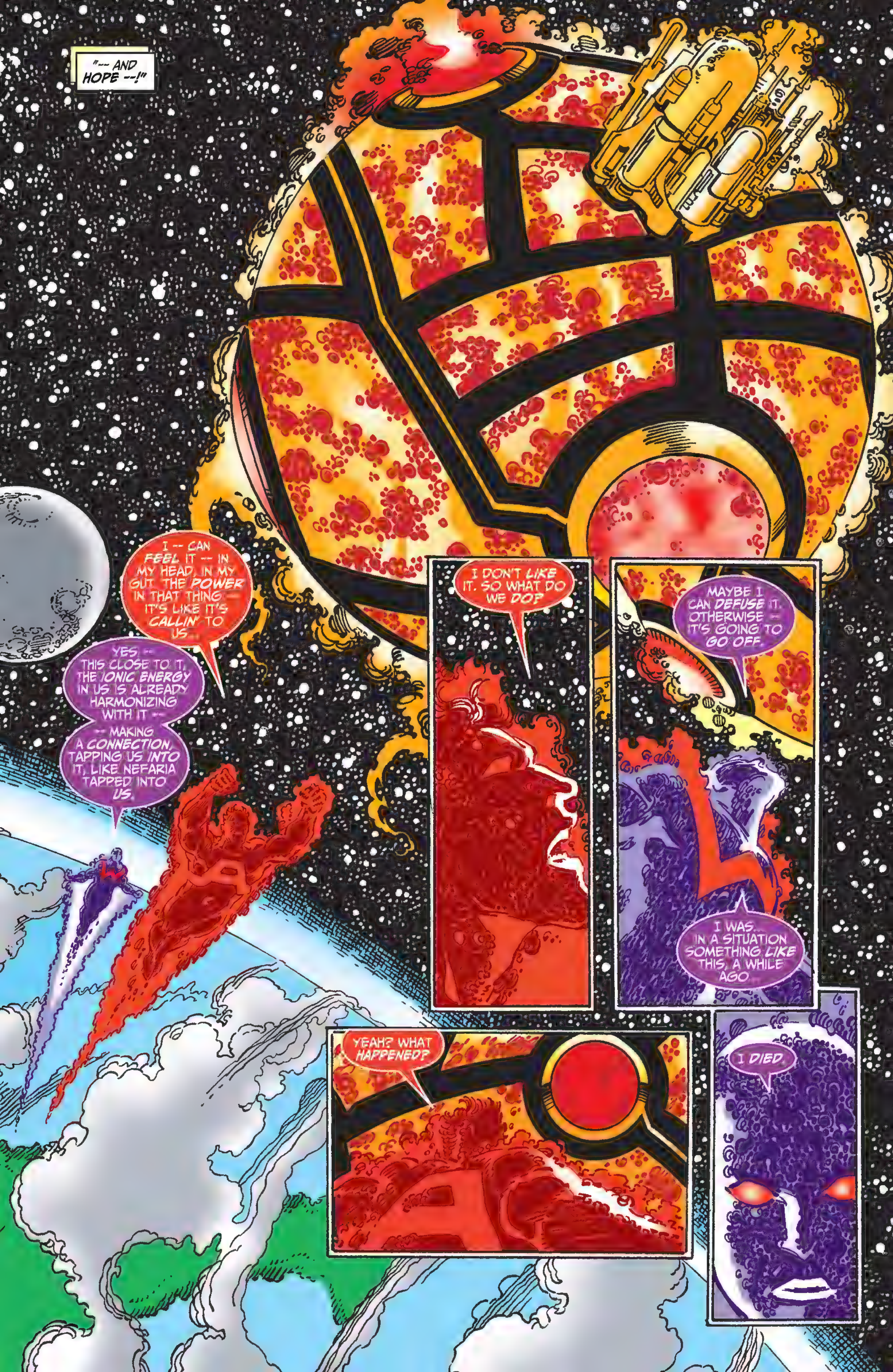
*MADAME MASQUE'S AGENTS THROUGH WHOM SHE DEALT WITH THE OUTSIDE WORLD. THIS ONE, AS "MASQUE," FOUGHT ALONGSIDE THE AVENGERS FOR A TIME. --TOM

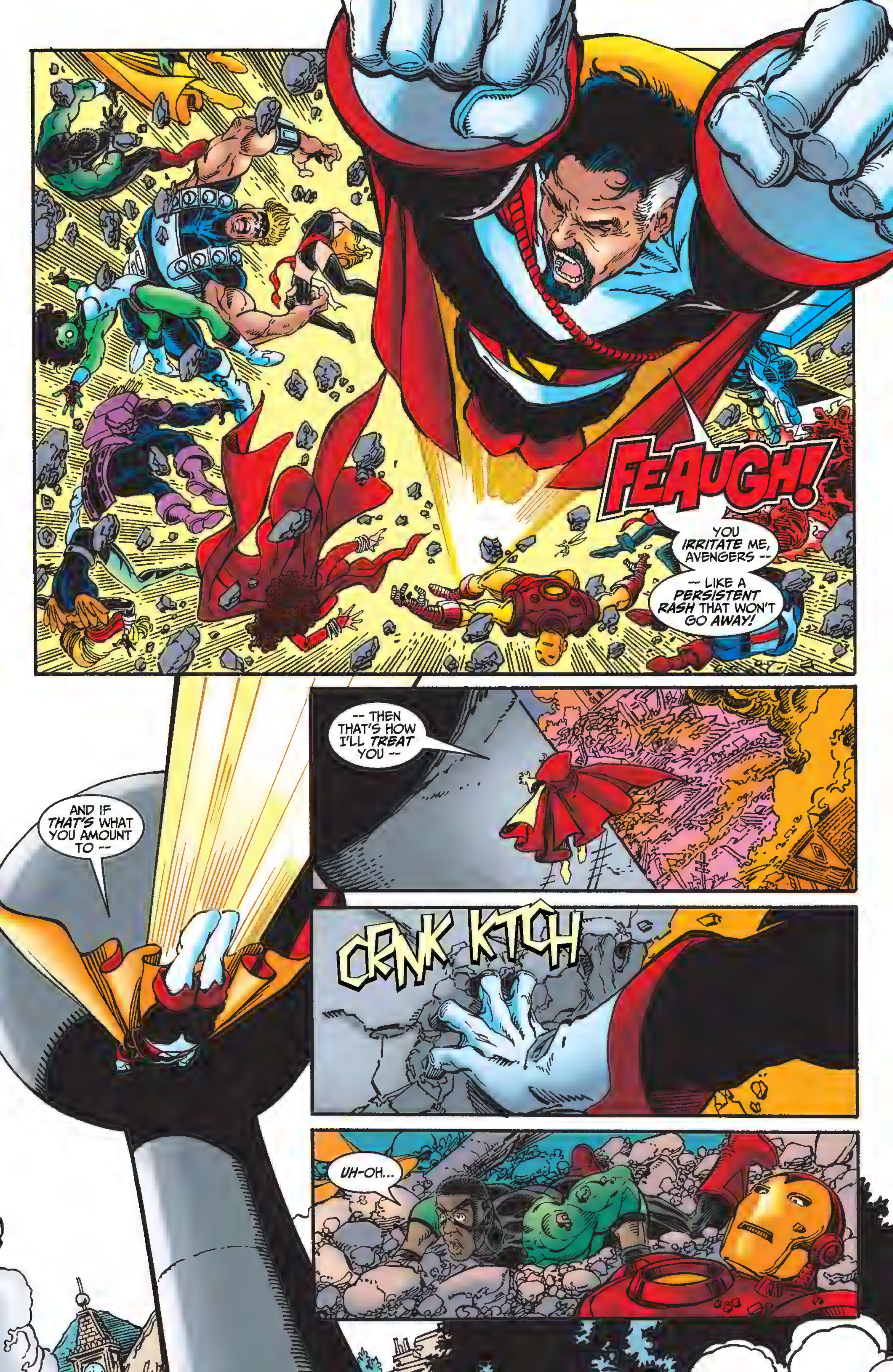

-- AND LET ME END HIS THREAT FOREV--
SHE NEVER FINISHES THE WORD.
WHITNEY!
AND GIULIETTA NEFARIA, A.K.A. WHITNEY FROST, A.K.A. MADAME MASQUE, TAKES IT IN.
HER FATHER'S GRIN OF TRIUMPH, CUTTING DOWN HIS "DAUGHTER" WITHOUT A THOUGHT. IRON MAN'S ANGUISHED CRY.
THE ASHES THAT WERE ONCE HER OTHER SELF.
AND SOMETHING LETS GO INSIDE HER, WITH A CRACKED LITTLE SIGH -- OLD HURTS, OLD HATREDS --
THEY'RE NOT THE SAME.
HOW COULD SHE HAVE EVER THOUGHT SO? HOW COULD SHE HAVE BEEN SO FOOLISH --?
HM?
TWO -- OF THEM --?
AND AS HER FATHER STANDS, STILL TAKEN BY SURPRISE --

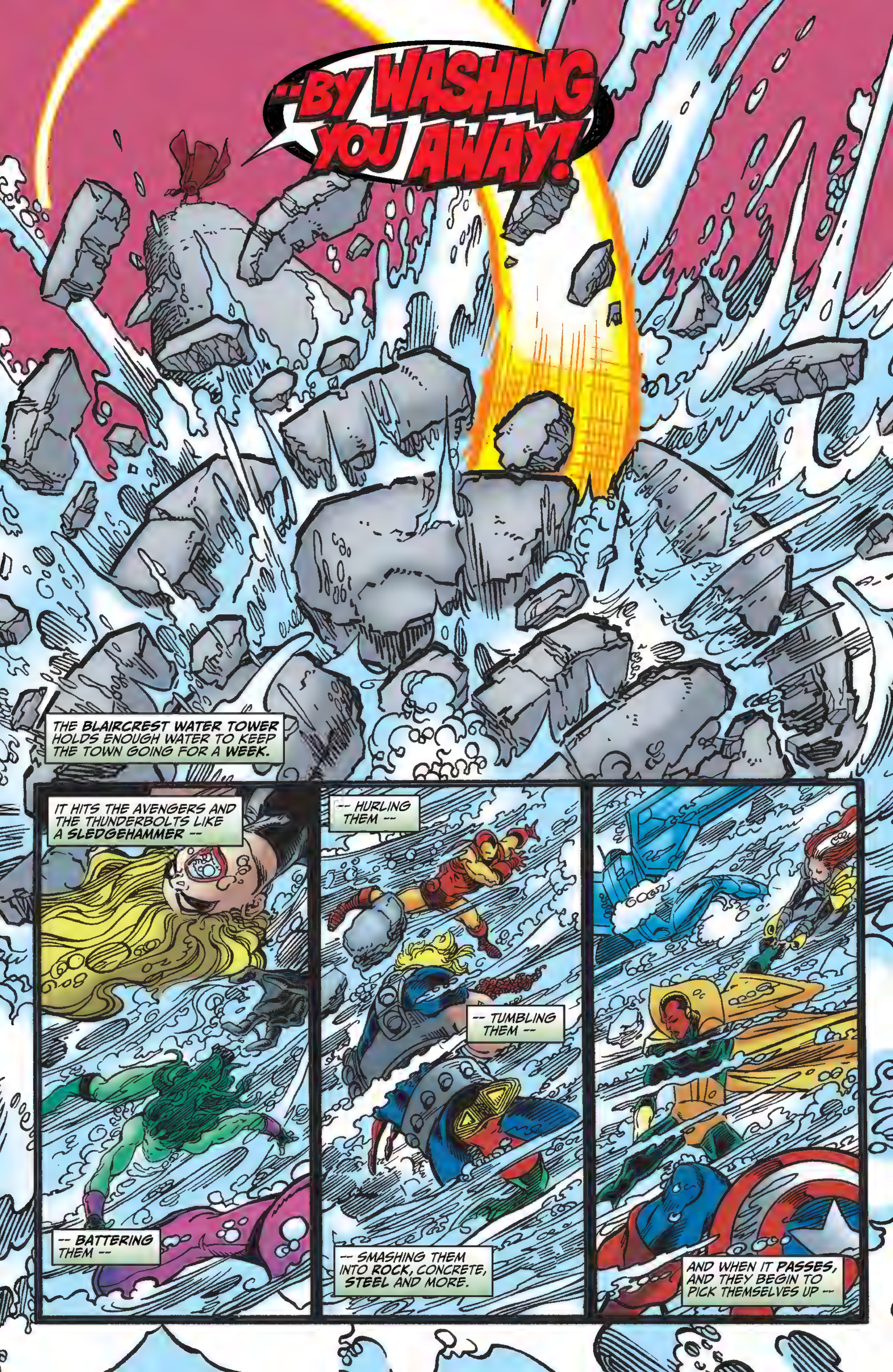

SHAMMM
THE IONIC LOCK HAS NEVER BEEN TESTED. SHE NEVER HAD A SUBJECT SHE COULD TRY IT ON.
WITHOUT THE INTENSIFIER, IT WORKED -- AT LEAST ON ATLAS AND WONDER MAN, TEMPORARILY BLOCKING THEM FROM ACCESSING THEIR IONIC POWER.
WITH THE INTENSIFIER, THOUGH, IT SHOULD DO MORE --
-- NOT JUST FREEZING THE POWER, BUT DISRUPTING IT --
-- MAKING THE TARGET REJECT IT -- DRIVING IT OUT OF THEM --
IT'S NEVER BEEN TESTED. BUT SHE'S GONE OVER IT A THOUSAND TIMES.
IT SHOULD WORK.

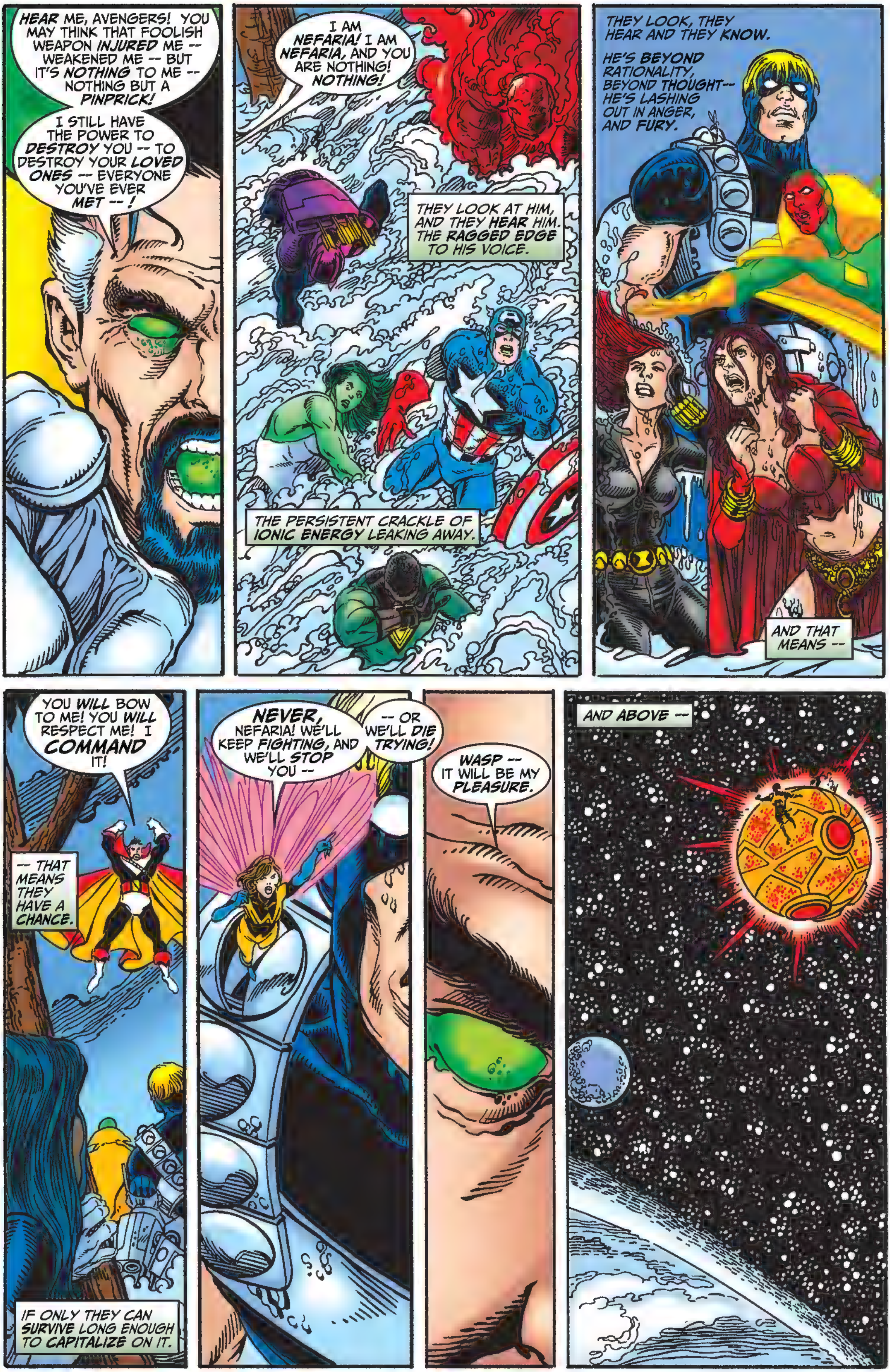

IT SHOULD --
IT -- IT --
HA! THAT WAS YOUR DREADED "NEFARIA PROTOCOLS," DAUGHTER? THAT WAS YOUR SECRET WEAPON?
IT -- TICKLED! IT --
WAIT!
WHAT'S HE --?
-- IT --
IT WORKED, FOLKS -- AT LEAST A LITTLE BIT! HE'S LEAKING IONIC ENERGY -- BUT SLOWLY, VERY SLOWLY --
YEAH? THEN LET'S TREAT HIM LIKE A PIMPLE, PEOPLE --
"-- SQUEEZE HIM 'TIL HE POPS!"
SPLAMM
CHOOM
ON HIM, EVERYONE! HE'S STILL TOO DANGEROUS TO TAKE CHANCES WITH!
HE'S STILL UNIMAGINABLY POWERFUL!
AVENGERS -- THUNDERBOLTS -- ATTACK!

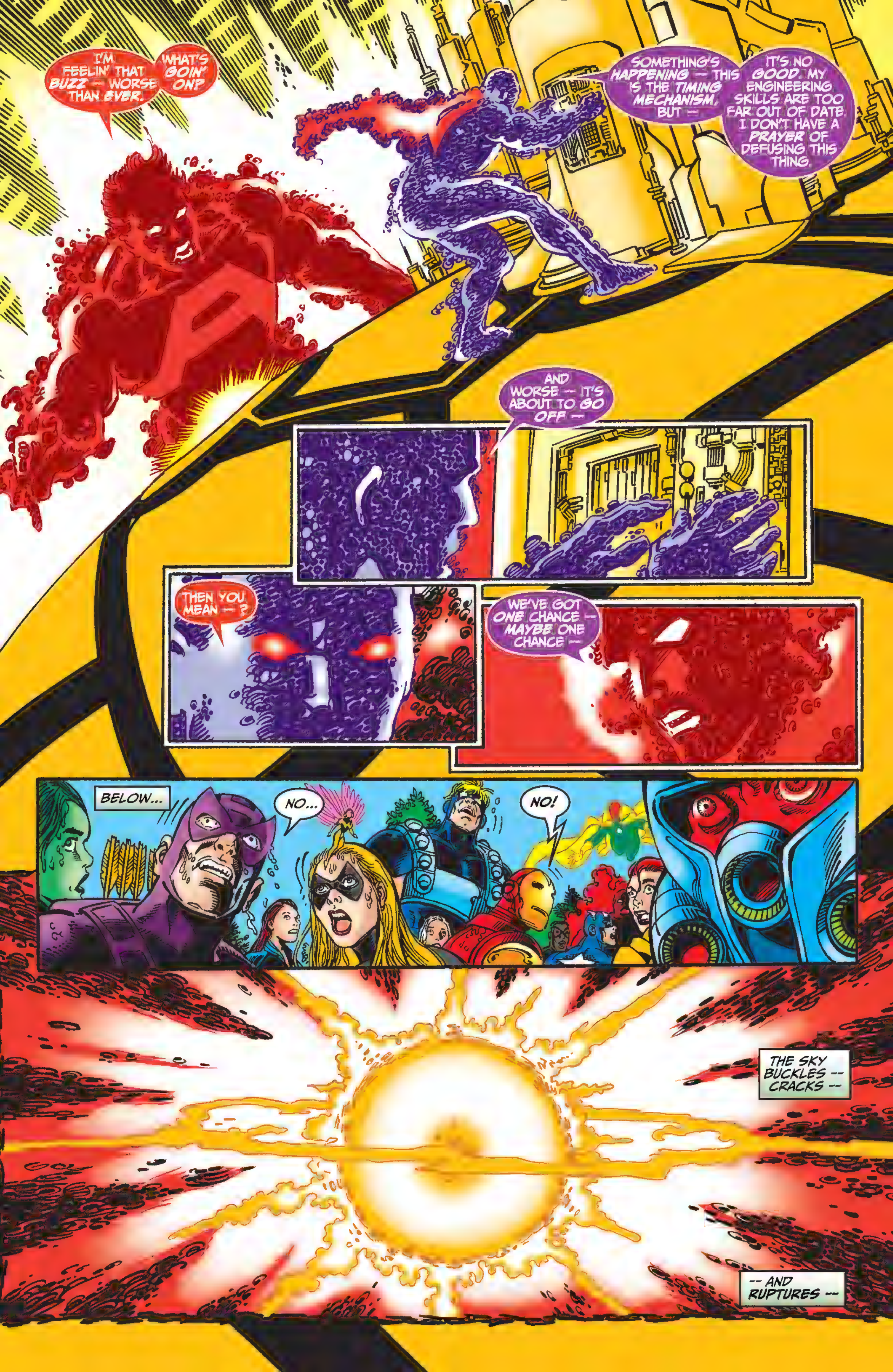

AND THEY DO --
INCREDIBLE -- HE'S SHRUGGING OFF EVERYTHING WE *HIT* HIM WITH! BUT WE'VE GOT TO KEEP *GOING* -- GOT TO GIVE SIMON -- AND ATLAS -- A *CHANCE!*
YES. AT THIS POINT, WE CAN ONLY TRY TO KEEP HIM CONTAINED --

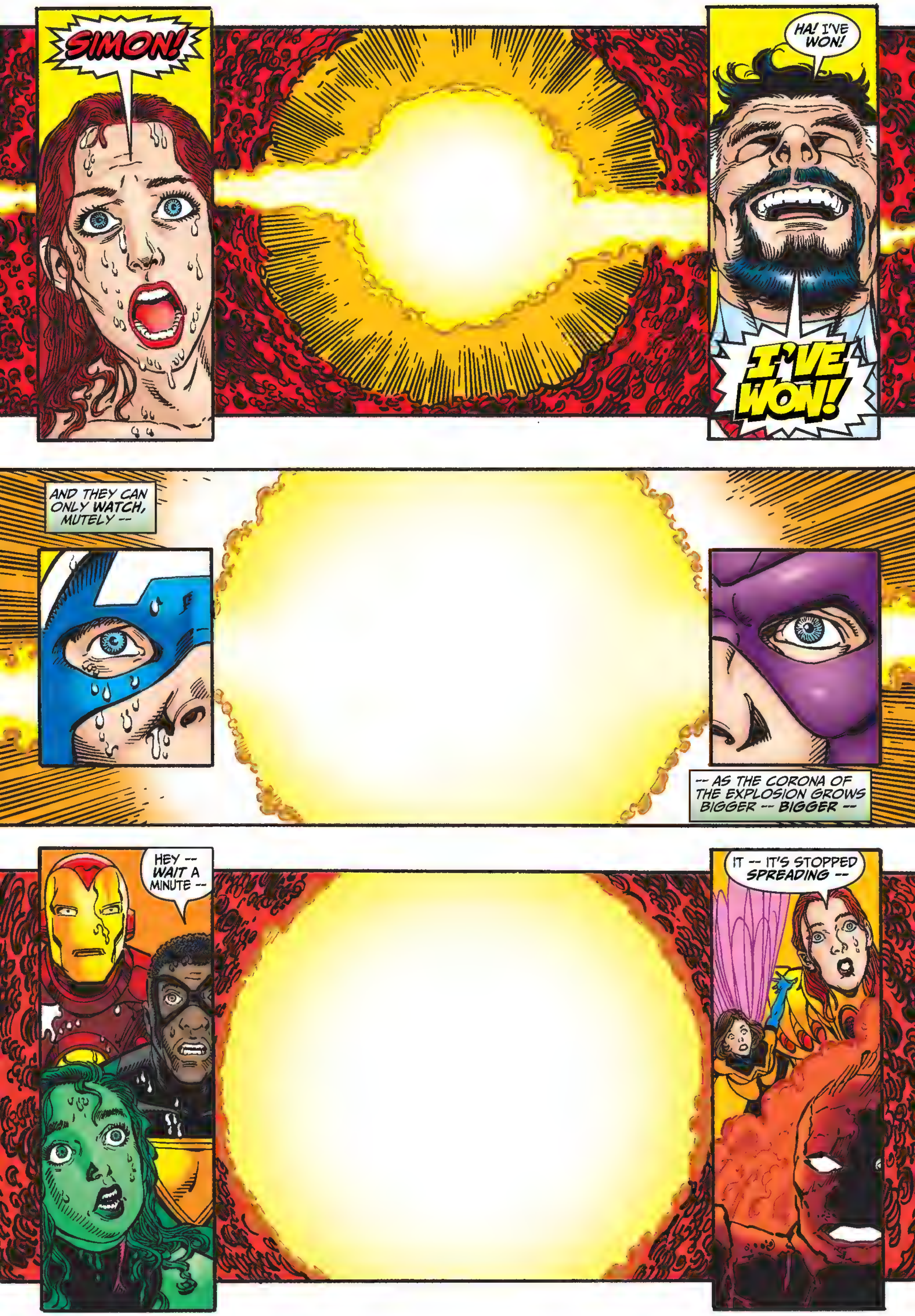

"-- AND HOPE --!"
I -- CAN FEEL IT -- IN MY HEAD, IN MY GUT. THE POWER IN THAT THING -- IT'S LIKE IT'S CALLIN' TO US...
YES -- THIS CLOSE TO IT, THE IONIC ENERGY IN US IS ALREADY HARMONIZING WITH IT --
-- MAKING A CONNECTION, TAPPING US INTO IT, LIKE NEFARIA TAPPED INTO US.
I DON'T LIKE IT. SO WHAT DO WE DO?
MAYBE I CAN DEFUSE IT. OTHERWISE -- IT'S GOING TO GO OFF.
I WAS... IN A SITUATION SOMETHING LIKE THIS, A WHILE AGO...
YEAH? WHAT HAPPENED?
I DIED.

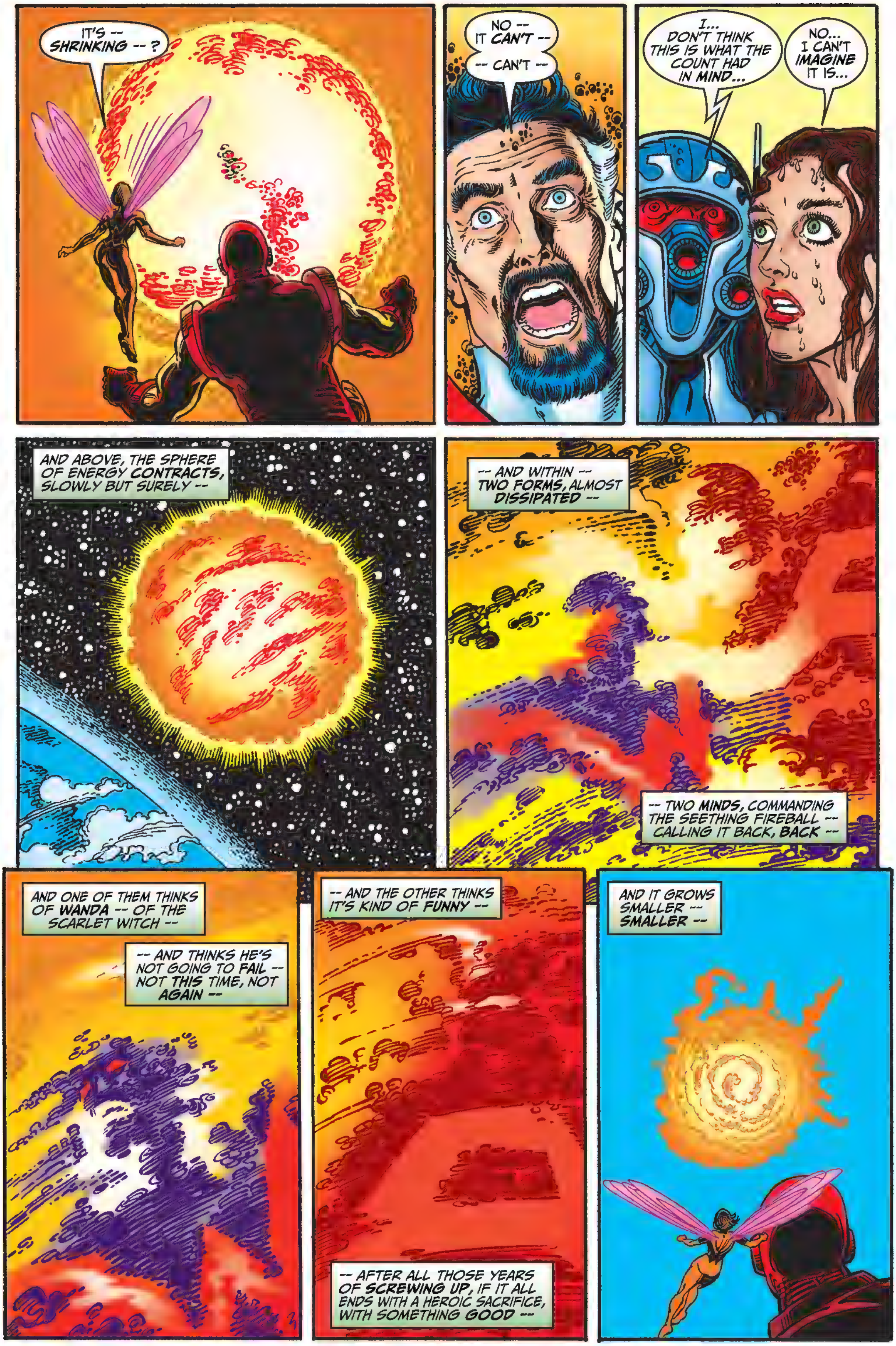

FEAUGH!
YOU IRRITATE ME, AVENGERS --
-- LIKE A PERSISTENT RASH THAT WON'T GO AWAY!
AND IF THAT'S WHAT YOU AMOUNT TO --
-- THEN THAT'S HOW I'LL TREAT YOU --
CRNK KTCH
UH-OH...

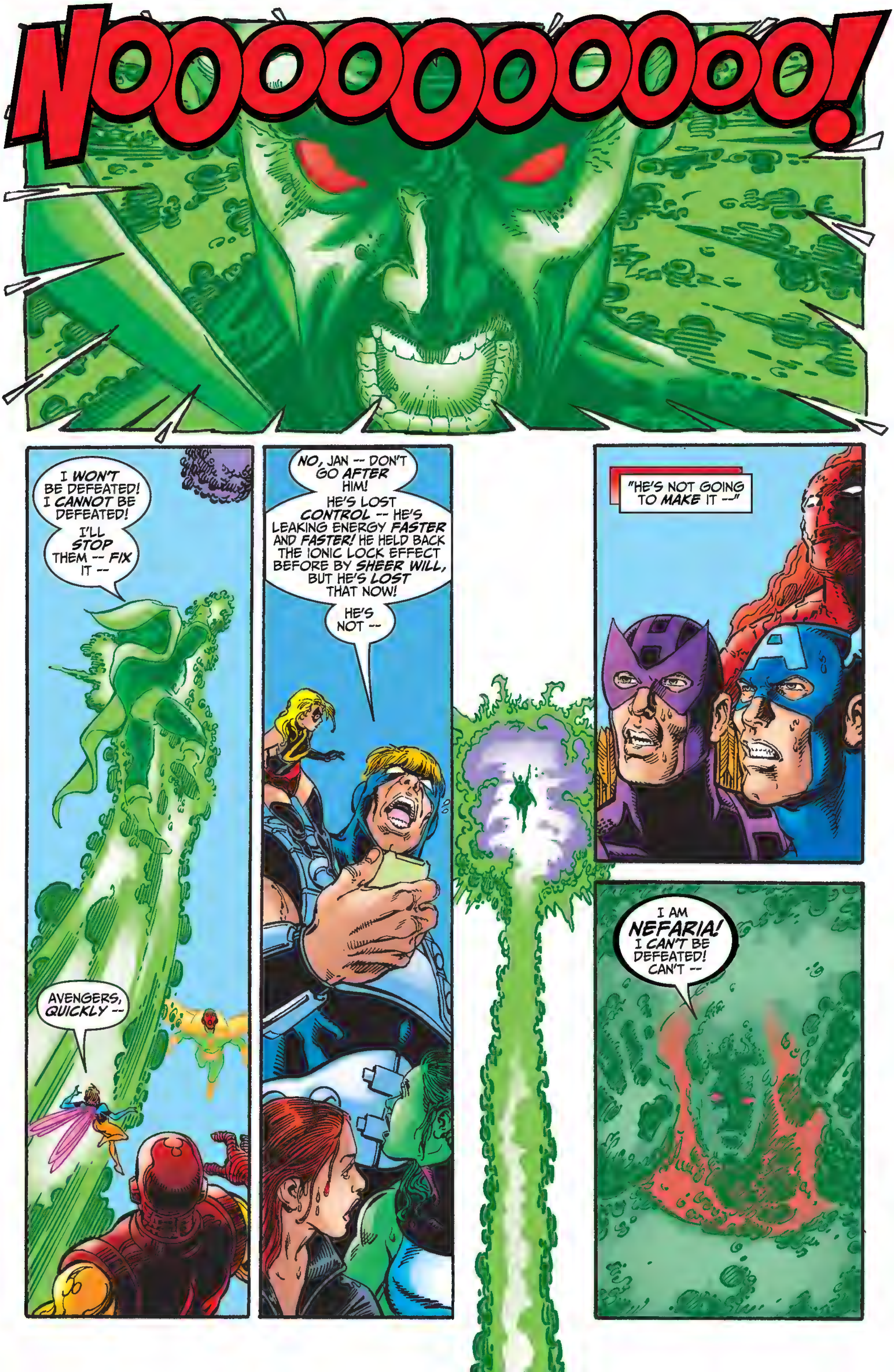

--BY WASHING YOU AWAY!
THE BLAIRCREST WATER TOWER HOLDS ENOUGH WATER TO KEEP THE TOWN GOING FOR A WEEK.
IT HITS THE AVENGERS AND THE THUNDERBOLTS LIKE A SLEDGEHAMMER --
-- BATTERING THEM --
-- HURLING THEM --
-- TUMBLING THEM --
-- SMASHING THEM INTO ROCK, CONCRETE, STEEL AND MORE.
AND WHEN IT PASSES, AND THEY BEGIN TO PICK THEMSELVES UP --

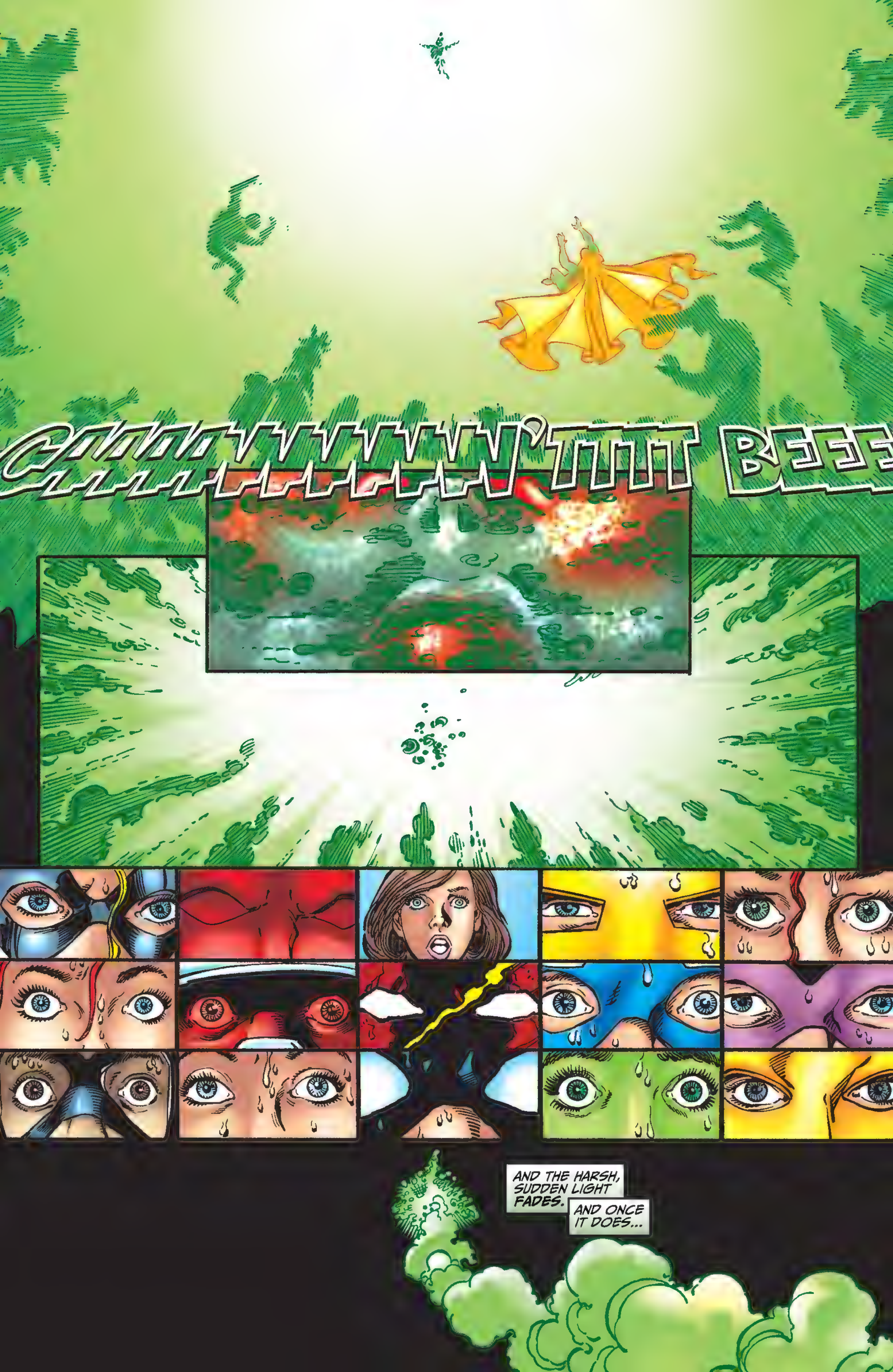

HEAR ME, AVENGERS! YOU MAY THINK THAT FOOLISH WEAPON INJURED ME -- WEAKENED ME -- BUT IT'S NOTHING TO ME -- NOTHING BUT A PINPRICK!
I STILL HAVE THE POWER TO DESTROY YOU -- TO DESTROY YOUR LOVED ONES -- EVERYONE YOU'VE EVER MET -- !
I AM NEFARIA! I AM NEFARIA, AND YOU ARE NOTHING! NOTHING!
THEY LOOK AT HIM, AND THEY HEAR HIM. THE RAGGED EDGE TO HIS VOICE.
THE PERSISTENT CRACKLE OF IONIC ENERGY LEAKING AWAY.
THEY LOOK, THEY HEAR AND THEY KNOW.
HE'S BEYOND RATIONALITY, BEYOND THOUGHT-- HE'S LASHING OUT IN ANGER, AND FURY.
AND THAT MEANS --
YOU WILL BOW TO ME! YOU WILL RESPECT ME! I COMMAND IT!
-- THAT MEANS THEY HAVE A CHANCE.
IF ONLY THEY CAN SURVIVE LONG ENOUGH TO CAPITALIZE ON IT.
NEVER, NEFARIA! WE'LL KEEP FIGHTING, AND WE'LL STOP YOU --
-- OR WE'LL DIE TRYING!
WASP -- IT WILL BE MY PLEASURE.
AND ABOVE --

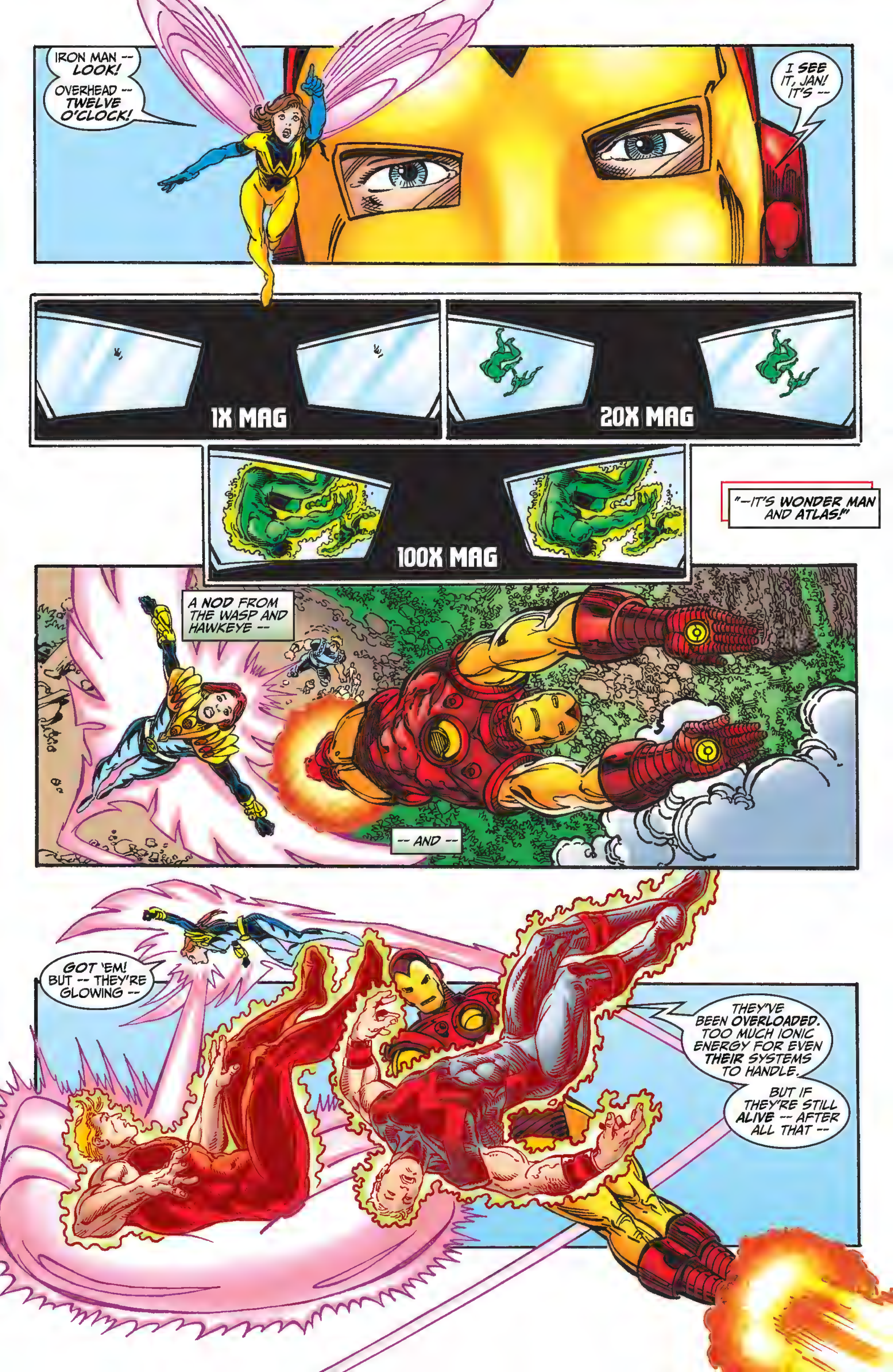

I'M FEELIN' THAT *BUZZ* -- WORSE THAN *EVER.*
WHAT'S *GOIN'* ON?
SOMETHING'S *HAPPENING* -- THIS IS THE *TIMING MECHANISM,* BUT --
IT'S NO *GOOD.* MY ENGINEERING SKILLS ARE TOO FAR OUT OF DATE. I DON'T HAVE A *PRAYER* OF DEFUSING THIS THING.
AND WORSE -- IT'S ABOUT TO *GO OFF* --
THEN YOU MEAN -- ?
WE'VE GOT *ONE* CHANCE -- *MAYBE* ONE CHANCE --
BELOW...
NO...
NO!
THE SKY BUCKLES -- CRACKS --
-- AND RUPTURES --

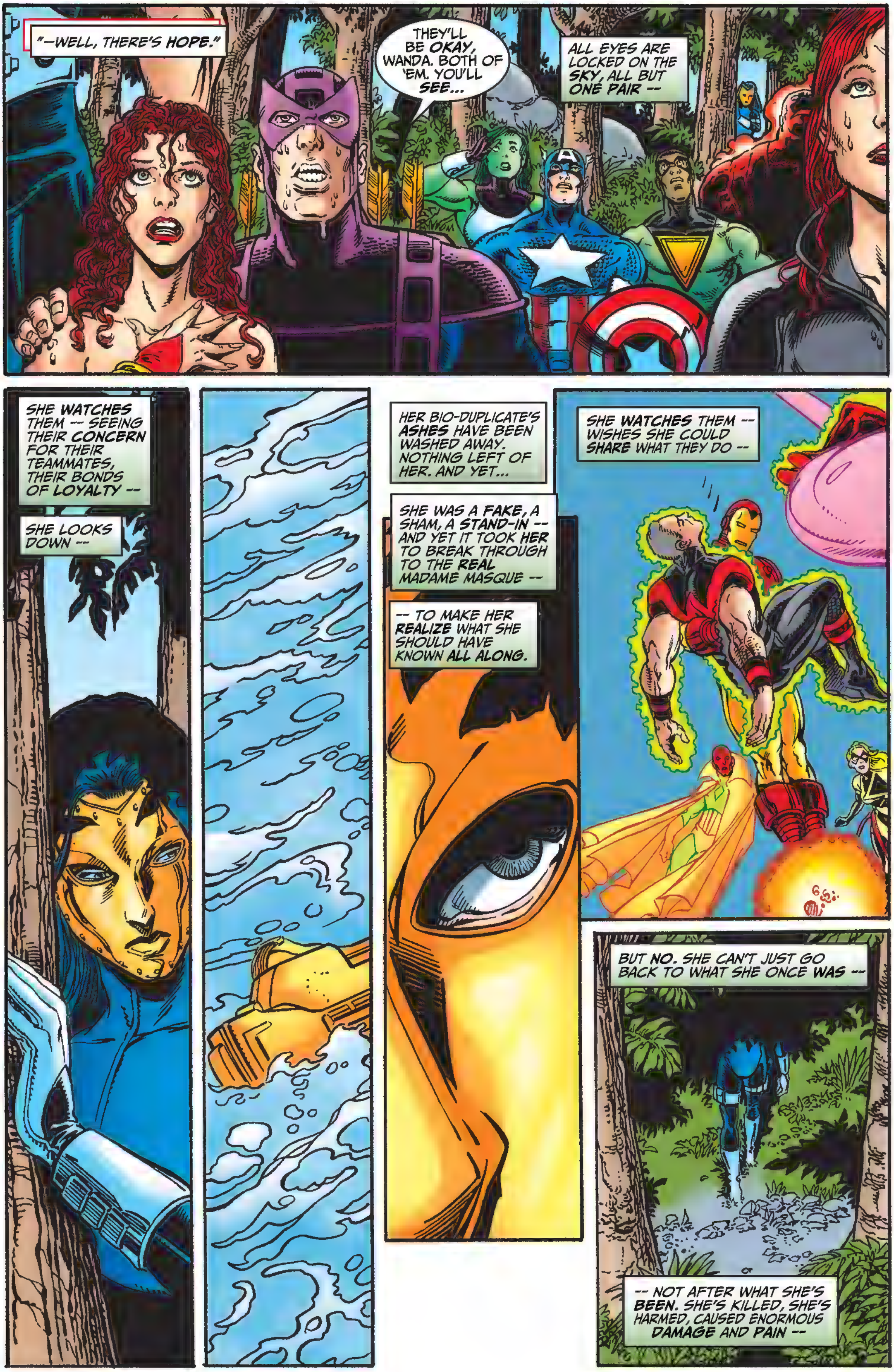

SIMON!
HA! I'VE WON!
I'VE WON!
AND THEY CAN ONLY WATCH, MUTELY --
-- AS THE CORONA OF THE EXPLOSION GROWS BIGGER -- BIGGER --
HEY -- WAIT A MINUTE --
IT -- IT'S STOPPED SPREADING --

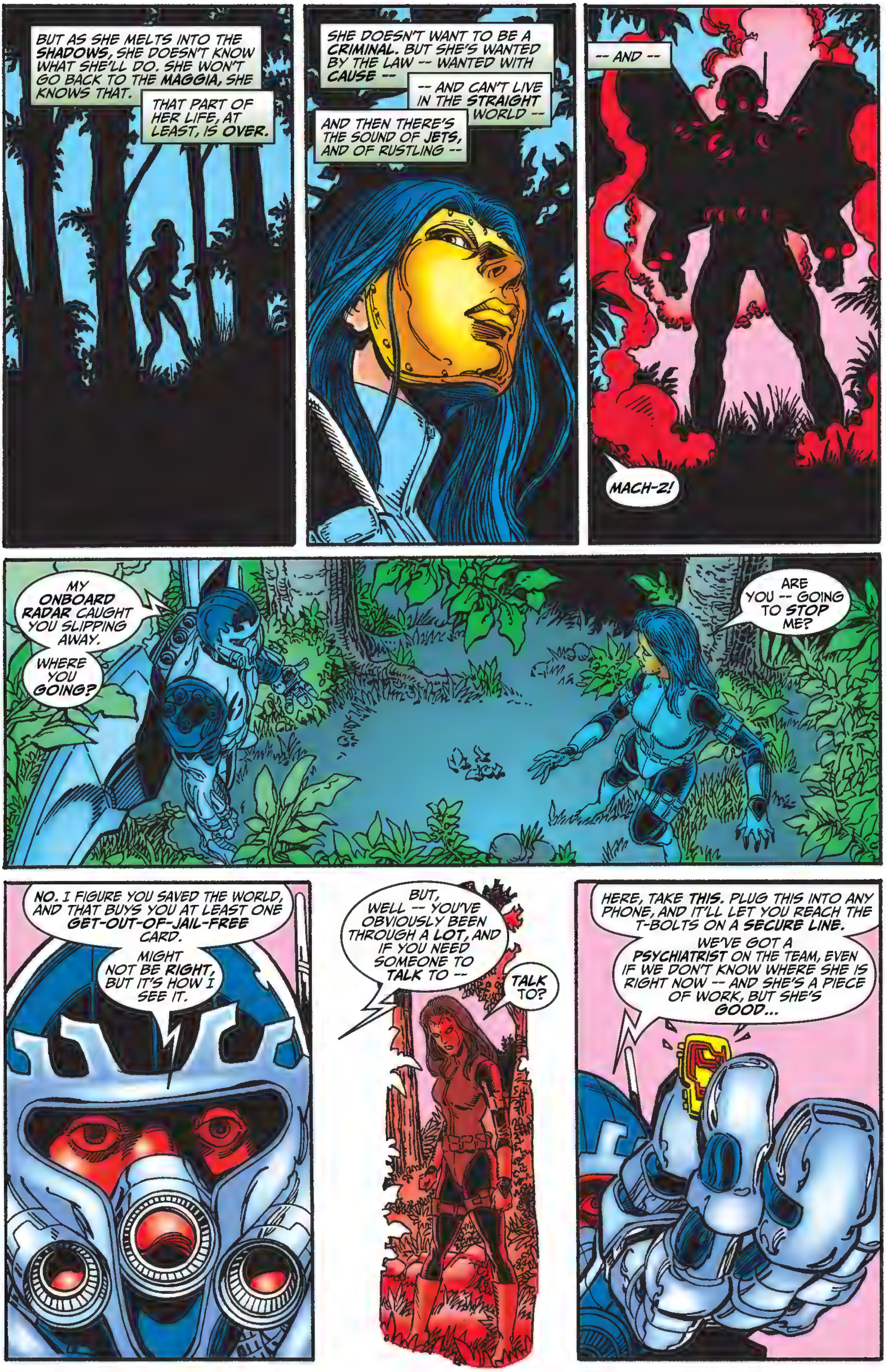

IT'S -- SHRINKING -- ?
NO -- IT CAN'T -- -- CAN'T --
I... DON'T THINK THIS IS WHAT THE COUNT HAD IN MIND...
NO... I CAN'T IMAGINE IT IS...
AND ABOVE, THE SPHERE OF ENERGY CONTRACTS, SLOWLY BUT SURELY --
-- AND WITHIN -- TWO FORMS, ALMOST DISSIPATED --
-- TWO MINDS, COMMANDING THE SEETHING FIREBALL -- CALLING IT BACK, BACK --
AND ONE OF THEM THINKS OF WANDA -- OF THE SCARLET WITCH --
-- AND THINKS HE'S NOT GOING TO FAIL -- NOT THIS TIME, NOT AGAIN --
-- AND THE OTHER THINKS IT'S KIND OF FUNNY --
-- AFTER ALL THOSE YEARS OF SCREWING UP, IF IT ALL ENDS WITH A HEROIC SACRIFICE, WITH SOMETHING GOOD --
AND IT GROWS SMALLER -- SMALLER --

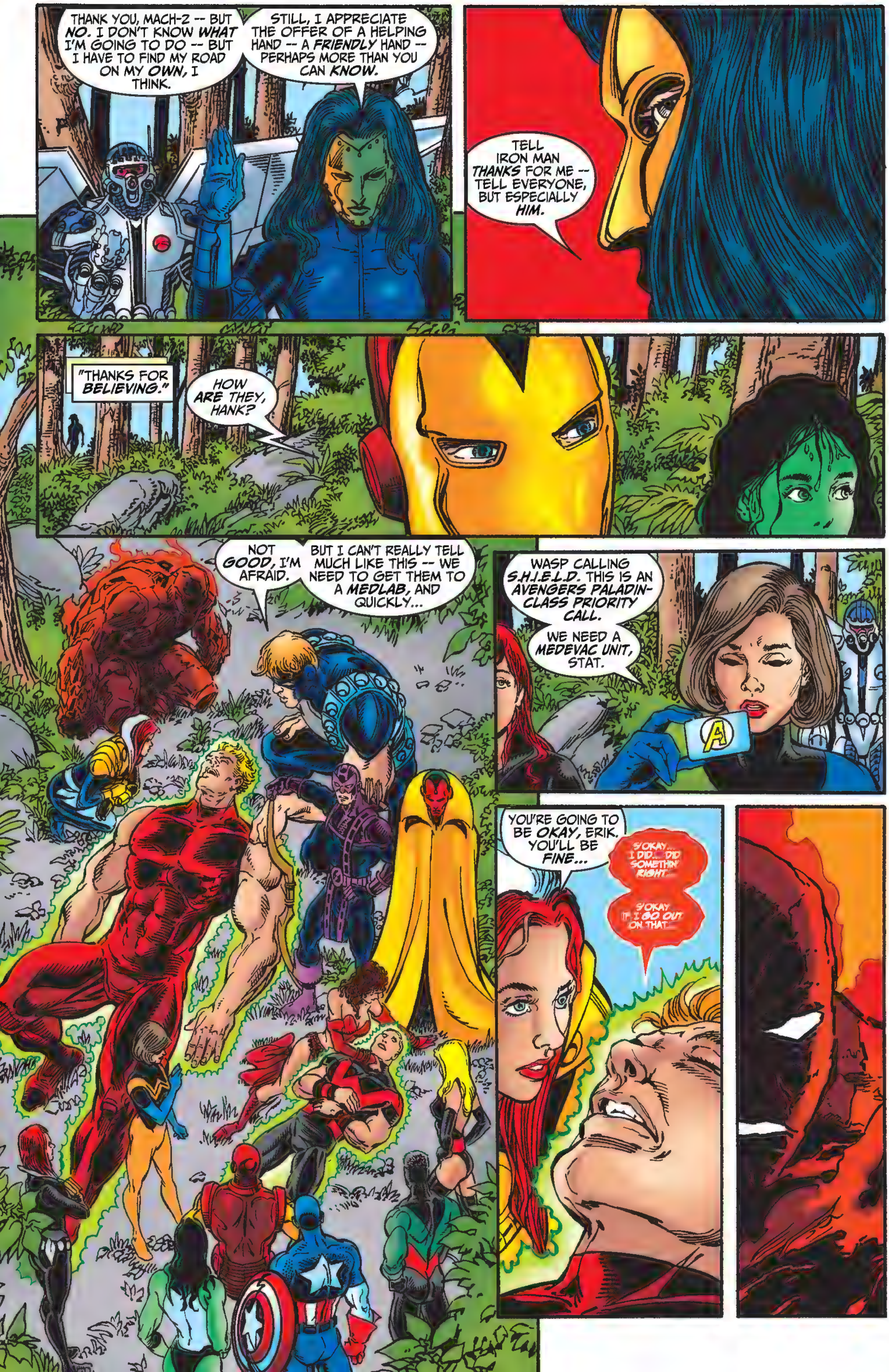

NOOOOOOOOOOOOO!
I WON'T BE DEFEATED! I CANNOT BE DEFEATED!
I'LL STOP THEM -- FIX IT --
AVENGERS, QUICKLY --
NO, JAN -- DON'T GO AFTER HIM!
HE'S LOST CONTROL -- HE'S LEAKING ENERGY FASTER AND FASTER! HE HELD BACK THE IONIC LOCK EFFECT BEFORE BY SHEER WILL, BUT HE'S LOST THAT NOW!
HE'S NOT --
"HE'S NOT GOING TO MAKE IT --"
I AM NEFARIA! I CAN'T BE DEFEATED! CAN'T --

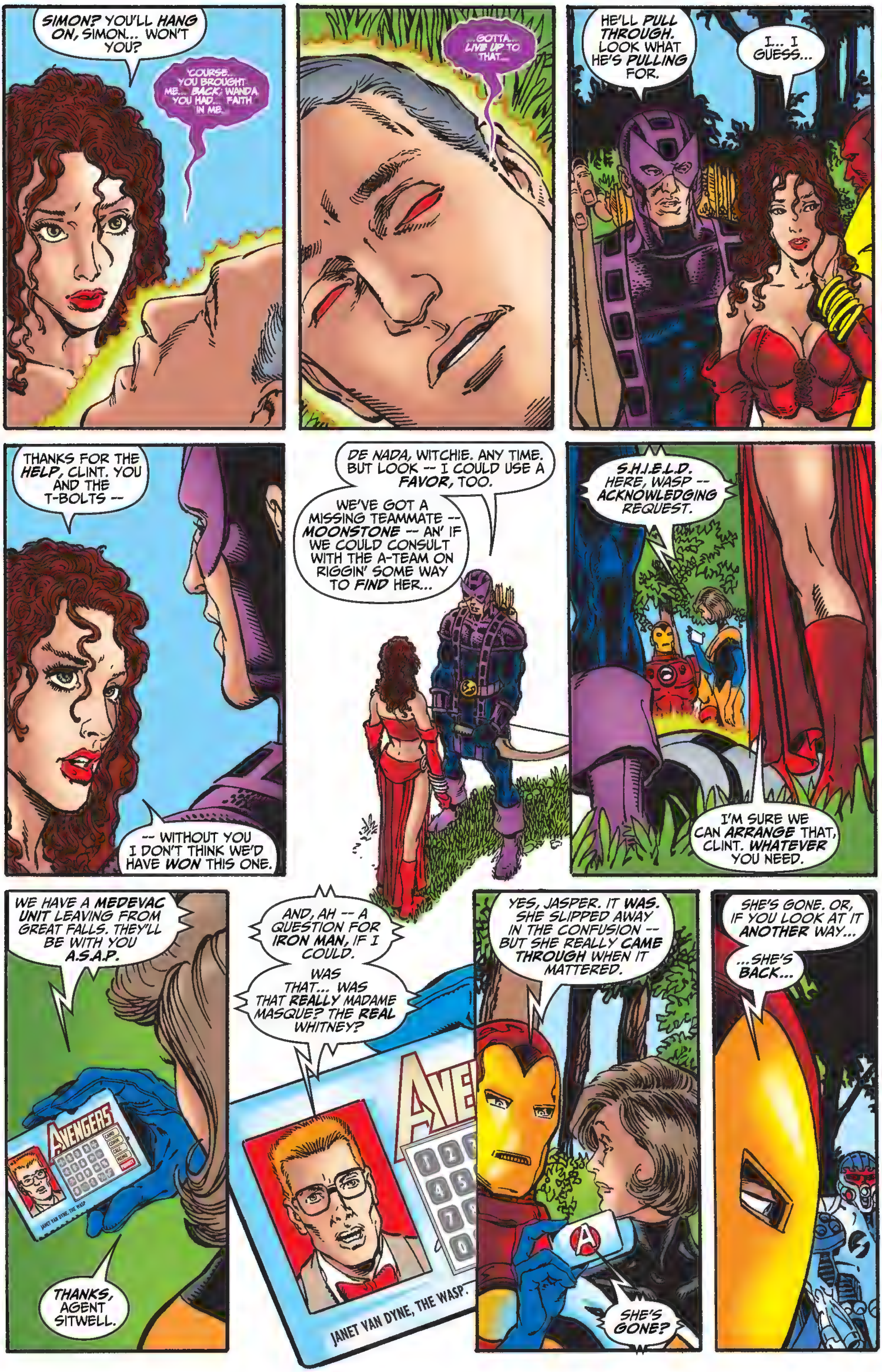

CAAAAAAAAN'TTTT BEEE
AND THE HARSH, SUDDEN LIGHT FADES.
AND ONCE IT DOES...

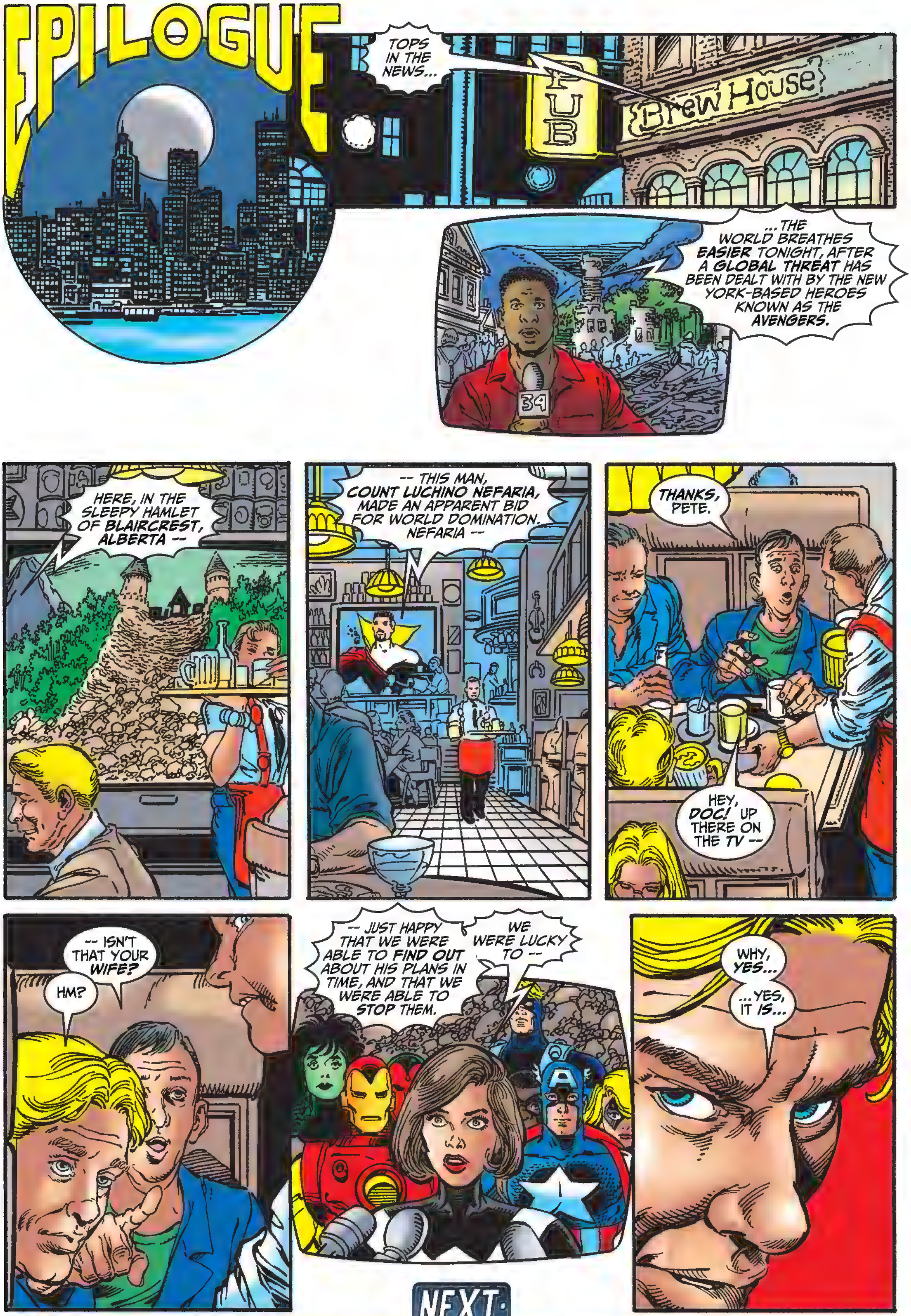

IRON MAN -- LOOK!
OVERHEAD -- TWELVE O'CLOCK!
I SEE IT, JAN! IT'S --
1X MAG
20X MAG
100X MAG
"--IT'S WONDER MAN AND ATLAS!"
A NOD FROM THE WASP AND HAWKEYE --
-- AND --
GOT 'EM! BUT -- THEY'RE GLOWING --
THEY'VE BEEN OVERLOADED. TOO MUCH IONIC ENERGY FOR EVEN THEIR SYSTEMS TO HANDLE.
BUT IF THEY'RE STILL ALIVE -- AFTER ALL THAT --


"--WELL, THERE'S HOPE."
THEY'LL BE OKAY, WANDA. BOTH OF 'EM. YOU'LL SEE...
ALL EYES ARE LOCKED ON THE SKY, ALL BUT ONE PAIR --
SHE WATCHES THEM -- SEEING THEIR CONCERN FOR THEIR TEAMMATES, THEIR BONDS OF LOYALTY --
SHE LOOKS DOWN --
HER BIO-DUPLICATE'S ASHES HAVE BEEN WASHED AWAY. NOTHING LEFT OF HER. AND YET...
SHE WAS A FAKE, A SHAM, A STAND-IN -- AND YET IT TOOK HER TO BREAK THROUGH TO THE REAL MADAME MASQUE --
-- TO MAKE HER REALIZE WHAT SHE SHOULD HAVE KNOWN ALL ALONG.
SHE WATCHES THEM -- WISHES SHE COULD SHARE WHAT THEY DO --
BUT NO. SHE CAN'T JUST GO BACK TO WHAT SHE ONCE WAS --
-- NOT AFTER WHAT SHE'S BEEN. SHE'S KILLED, SHE'S HARMED, CAUSED ENORMOUS DAMAGE AND PAIN --


BUT AS SHE MELTS INTO THE SHADOWS, SHE DOESN'T KNOW WHAT SHE'LL DO. SHE WON'T GO BACK TO THE MAGGIA, SHE KNOWS THAT.
THAT PART OF HER LIFE, AT LEAST, IS OVER.
SHE DOESN'T WANT TO BE A CRIMINAL. BUT SHE'S WANTED BY THE LAW -- WANTED WITH CAUSE --
-- AND CAN'T LIVE IN THE STRAIGHT WORLD --
AND THEN THERE'S THE SOUND OF JETS, AND OF RUSTLING --
-- AND --
MACH-2!
MY ONBOARD RADAR CAUGHT YOU SLIPPING AWAY.
WHERE YOU GOING?
ARE YOU -- GOING TO STOP ME?
NO. I FIGURE YOU SAVED THE WORLD, AND THAT BUYS YOU AT LEAST ONE GET-OUT-OF-JAIL-FREE CARD.
MIGHT NOT BE RIGHT, BUT IT'S HOW I SEE IT.
BUT, WELL -- YOU'VE OBVIOUSLY BEEN THROUGH A LOT, AND IF YOU NEED SOMEONE TO TALK TO --
TALK TO?
HERE, TAKE THIS. PLUG THIS INTO ANY PHONE, AND IT'LL LET YOU REACH THE T-BOLTS ON A SECURE LINE.
WE'VE GOT A PSYCHIATRIST ON THE TEAM, EVEN IF WE DON'T KNOW WHERE SHE IS RIGHT NOW -- AND SHE'S A PIECE OF WORK, BUT SHE'S GOOD...


THANK YOU, MACH-2 -- BUT *NO.* I DON'T KNOW *WHAT* I'M GOING TO DO -- BUT I HAVE TO FIND MY ROAD ON MY *OWN,* I THINK.
STILL, I APPRECIATE THE OFFER OF A HELPING HAND -- A *FRIENDLY* HAND -- PERHAPS MORE THAN YOU CAN *KNOW.*
TELL IRON MAN *THANKS* FOR ME -- TELL EVERYONE, BUT ESPECIALLY *HIM.*
"THANKS FOR *BELIEVING.*"
HOW ARE THEY, HANK?
NOT *GOOD,* I'M AFRAID.
BUT I CAN'T REALLY TELL MUCH LIKE THIS -- WE NEED TO GET THEM TO A *MEDLAB,* AND QUICKLY...
WASP CALLING *S.H.I.E.L.D.* THIS IS AN *AVENGERS PALADIN-CLASS PRIORITY CALL.*
WE NEED A *MEDEVAC UNIT,* STAT.
YOU'RE GOING TO BE *OKAY,* ERIK. YOU'LL BE *FINE...*
S'OKAY... I DID... DID SOMETHIN' RIGHT...
S'OKAY... IF I GO OUT ON THAT...


SIMON? YOU'LL HANG ON, SIMON... WON'T YOU?
'COURSE... YOU BROUGHT ME... BACK, WANDA. YOU HAD... FAITH IN ME.
...GOTTA... LIVE UP TO THAT...
HE'LL PULL THROUGH. LOOK WHAT HE'S PULLING FOR.
I... I GUESS...
THANKS FOR THE HELP, CLINT. YOU AND THE T-BOLTS --
-- WITHOUT YOU I DON'T THINK WE'D HAVE WON THIS ONE.
DE NADA, WITCHIE. ANY TIME. BUT LOOK -- I COULD USE A FAVOR, TOO.
WE'VE GOT A MISSING TEAMMATE -- MOONSTONE -- AN' IF WE COULD CONSULT WITH THE A-TEAM ON RIGGIN' SOME WAY TO FIND HER...
S.H.I.E.L.D. HERE, WASP -- ACKNOWLEDGING REQUEST.
I'M SURE WE CAN ARRANGE THAT, CLINT. WHATEVER YOU NEED.
WE HAVE A MEDEVAC UNIT LEAVING FROM GREAT FALLS. THEY'LL BE WITH YOU A.S.A.P.
THANKS, AGENT SITWELL.
AVENGERS
JANET VAN DYNE, THE WASP
AND, AH -- A QUESTION FOR IRON MAN, IF I COULD.
WAS THAT... WAS THAT REALLY MADAME MASQUE? THE REAL WHITNEY?
AVE
JANET VAN DYNE, THE WASP.
YES, JASPER. IT WAS. SHE SLIPPED AWAY IN THE CONFUSION -- BUT SHE REALLY CAME THROUGH WHEN IT MATTERED.
SHE'S GONE?
SHE'S GONE. OR, IF YOU LOOK AT IT ANOTHER WAY...
...SHE'S BACK...


EPILOGUE
TOPS IN THE NEWS...
PUB
Brew House
...THE WORLD BREATHES **EASIER** TONIGHT, AFTER A **GLOBAL THREAT** HAS BEEN DEALT WITH BY THE NEW YORK-BASED HEROES KNOWN AS THE **AVENGERS.**
34
HERE, IN THE SLEEPY HAMLET OF **BLAIRCREST, ALBERTA** --
-- THIS MAN, **COUNT LUCHINO NEFARIA,** MADE AN APPARENT BID FOR WORLD DOMINATION. NEFARIA --
THANKS, PETE.
HEY, **DOC!** UP THERE ON THE **TV** --
-- ISN'T THAT YOUR **WIFE?**
HM?
-- JUST HAPPY THAT WE WERE ABLE TO **FIND OUT** ABOUT HIS PLANS IN TIME, AND THAT WE WERE ABLE TO **STOP** THEM.
WE WERE LUCKY TO --
WHY, **YES...**
...YES, IT **IS...**

TO KURT, AL, TOM S., TOM B. AND EVERYONE WHO WORKED ON THIS SERIES THESE PAST 3 YEARS --
THANKS FOR A HELLUVA RIDE! George Perez

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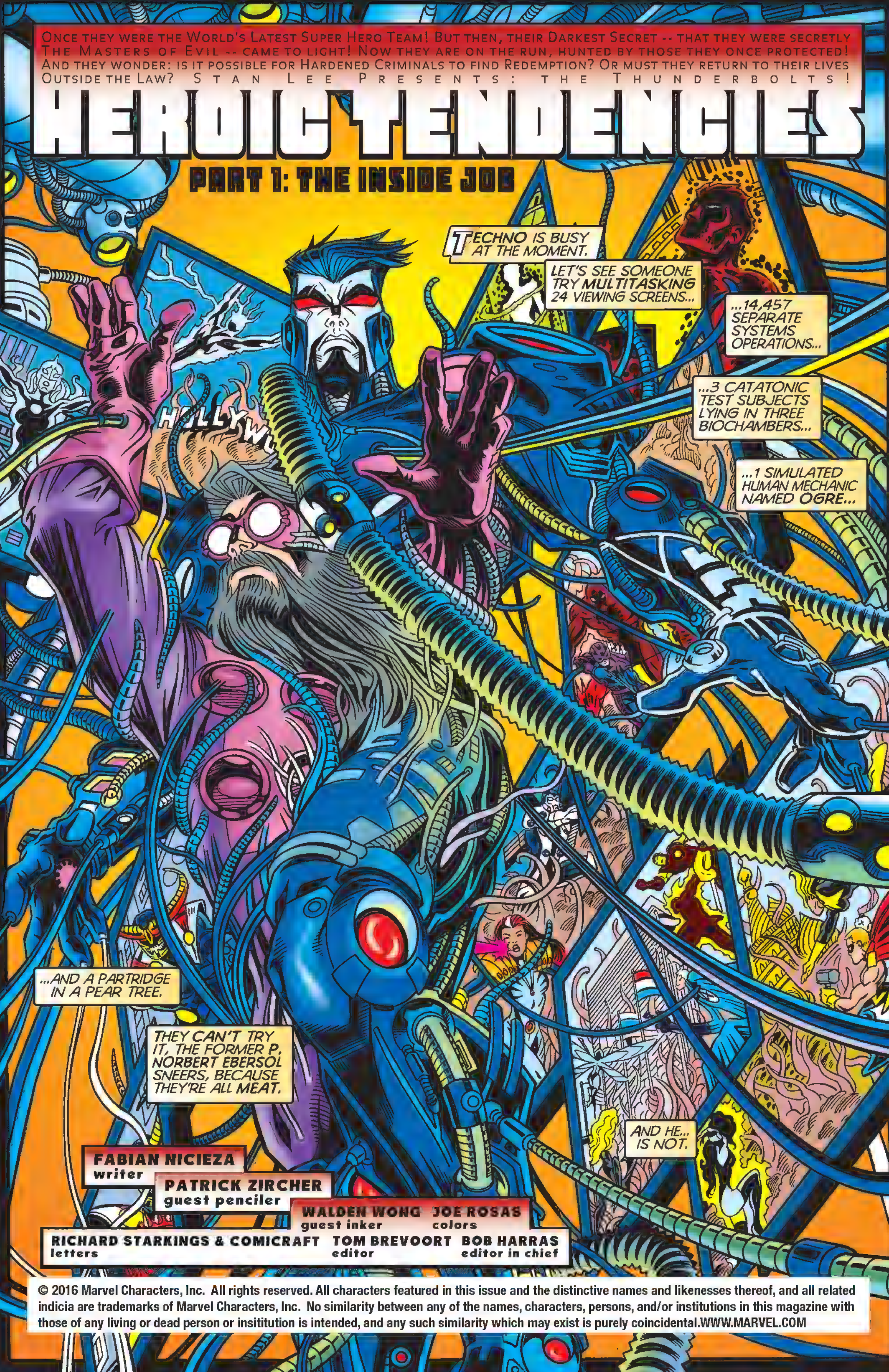
HEROIC TENDENCIES

PART 1: THE INSIDE JOB


TECHNO IS BUSY AT THE MOMENT.
LET'S SEE SOMEONE TRY MULTITASKING 24 VIEWING SCREENS...
...14,457 SEPARATE SYSTEMS OPERATIONS...
...3 CATATONIC TEST SUBJECTS LYING IN THREE BIOCHAMBERS...
...1 SIMULATED HUMAN MECHANIC NAMED OGRE...
...AND A PARTRIDGE IN A PEAR TREE.
THEY CAN'T TRY IT, THE FORMER P. NORBERT EBERSOL SNEERS, BECAUSE THEY'RE ALL MEAT.
AND HE... IS NOT.
HOLLYWO

FABIAN NICIEZA writer
PATRICK ZIRCHER guest penciler
WALDEN WONG guest inker
JOE ROSAS colors
RICHARD STARKINGS & COMICRAFT letters
TOM BREVOORT editor
BOB HARRAS editor in chief

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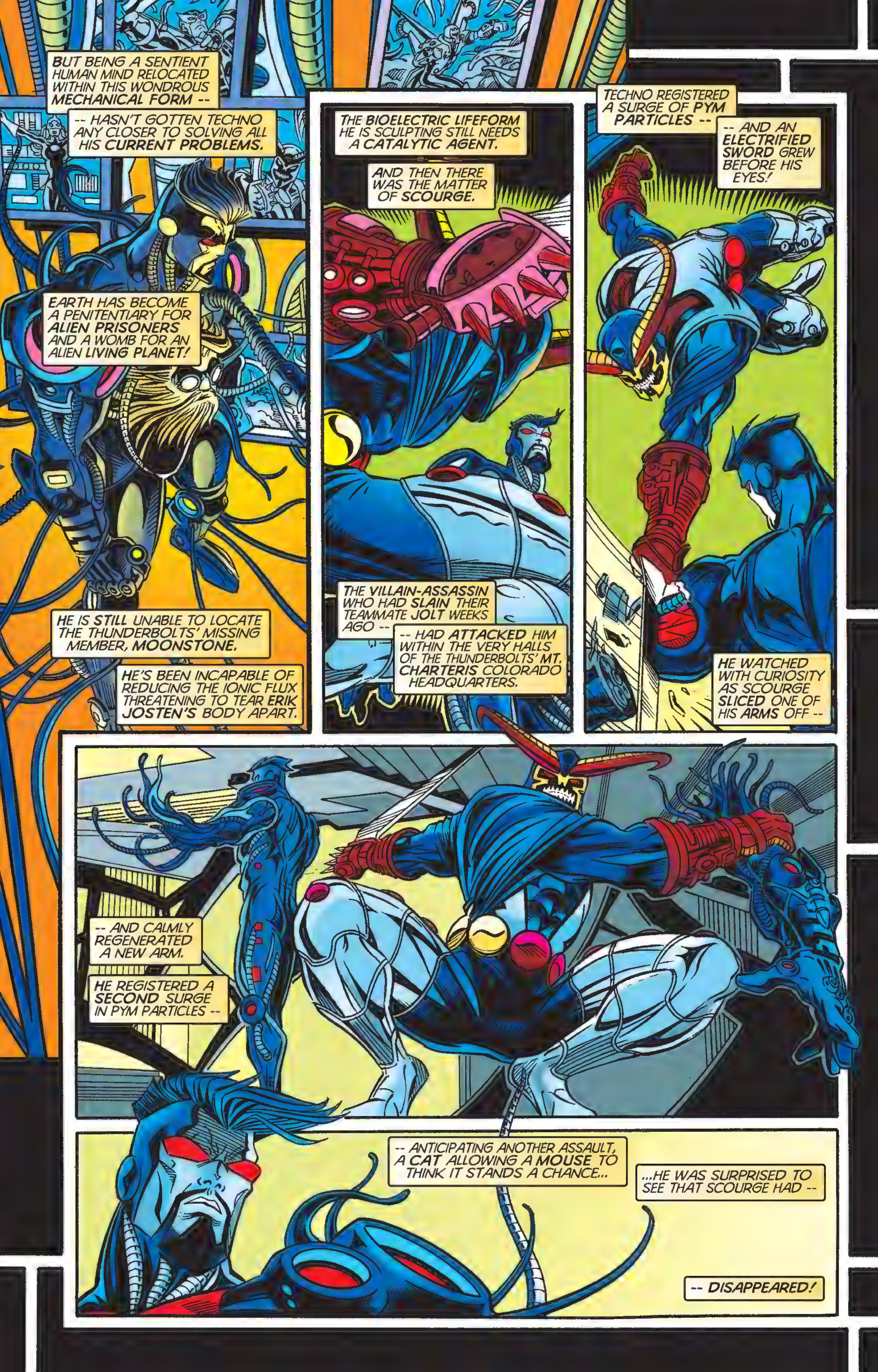
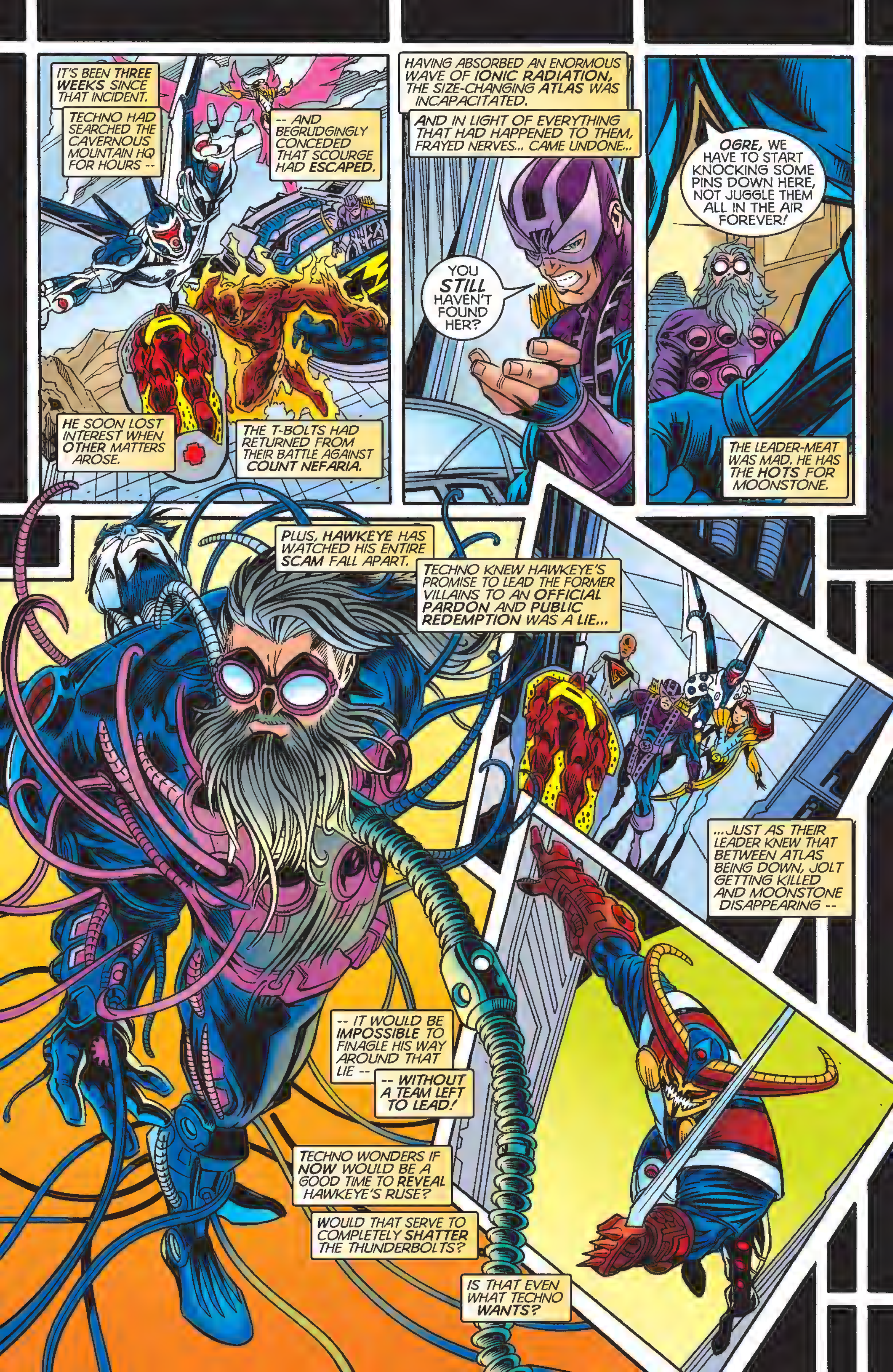
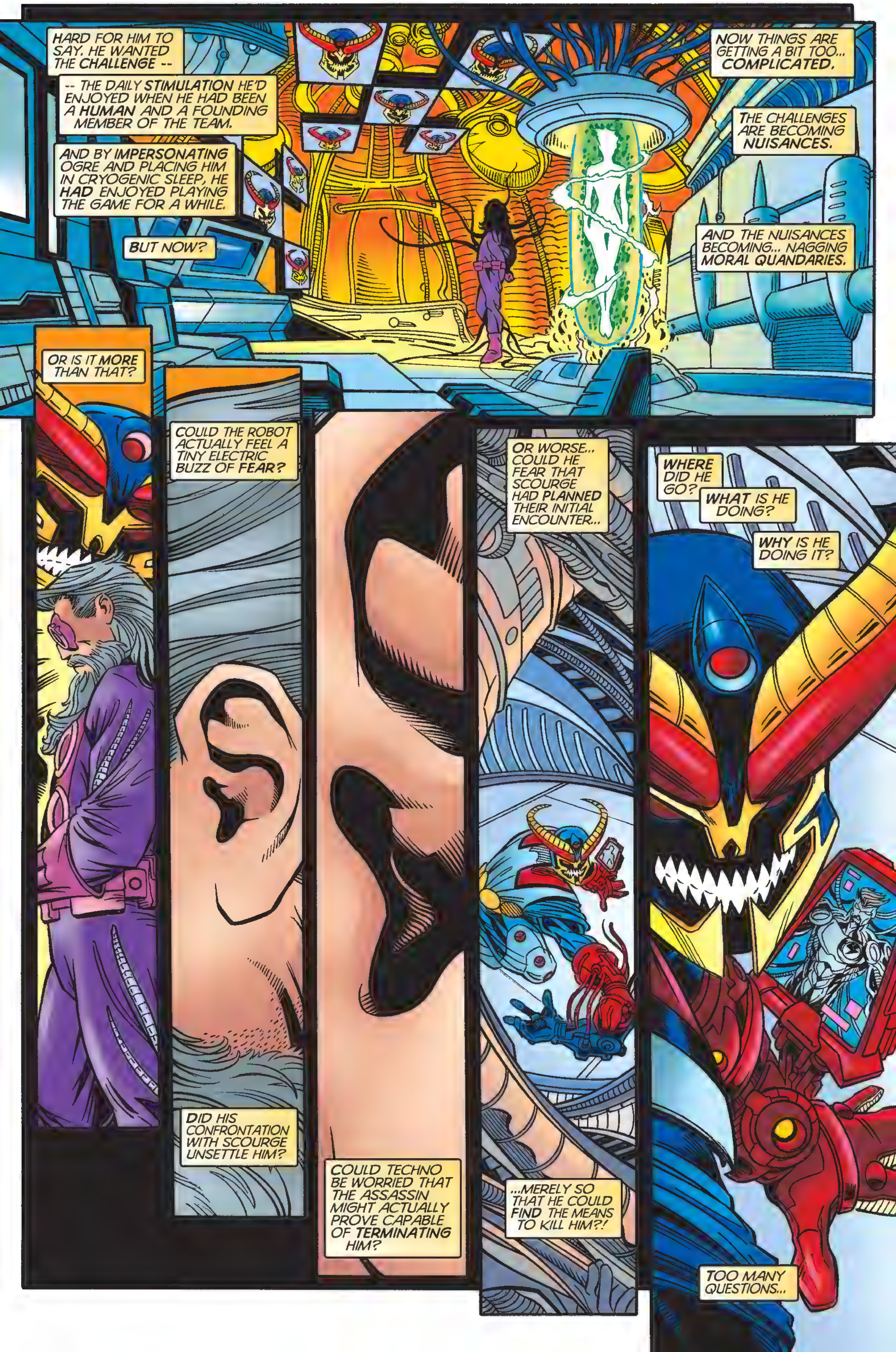
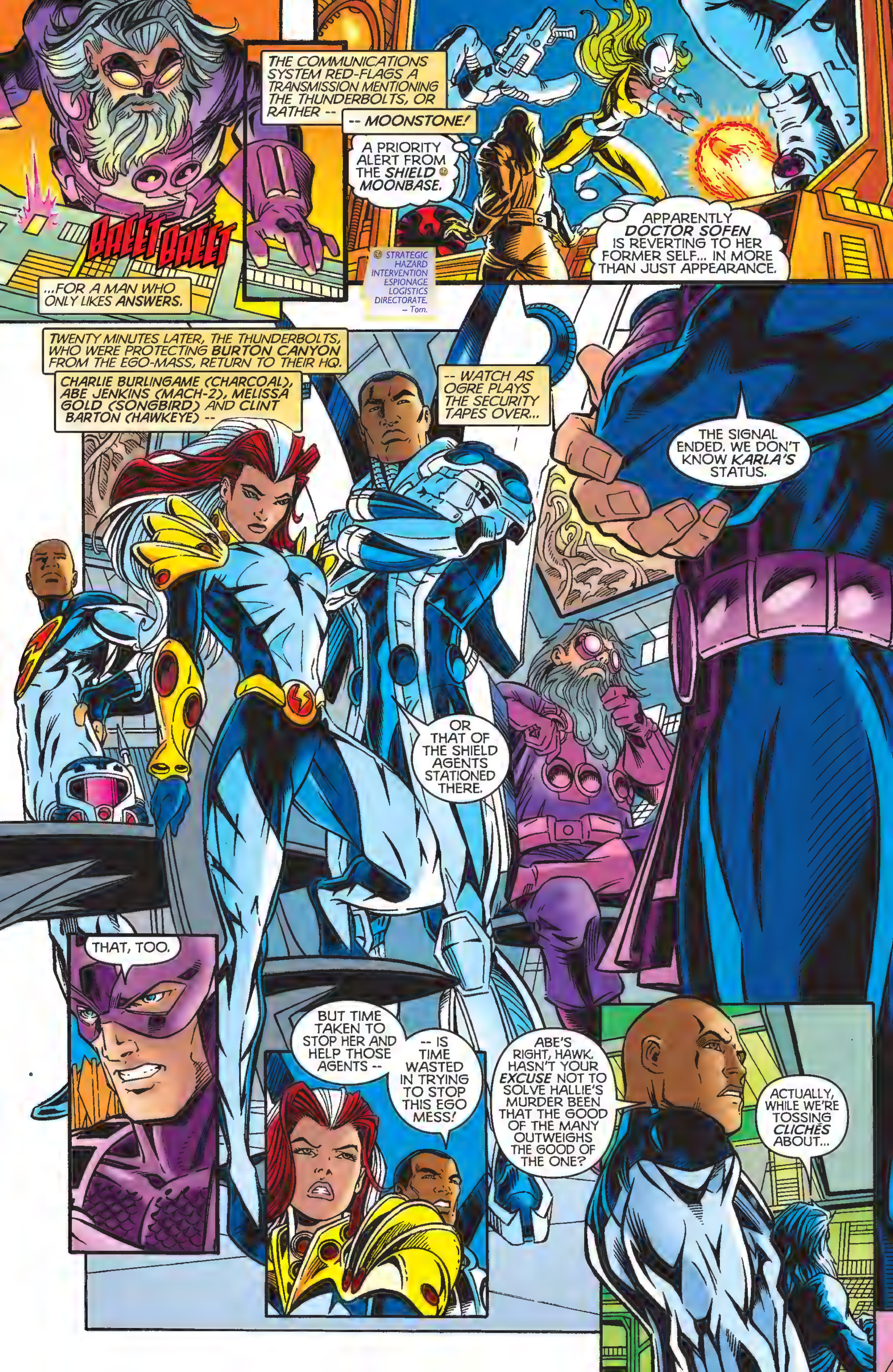
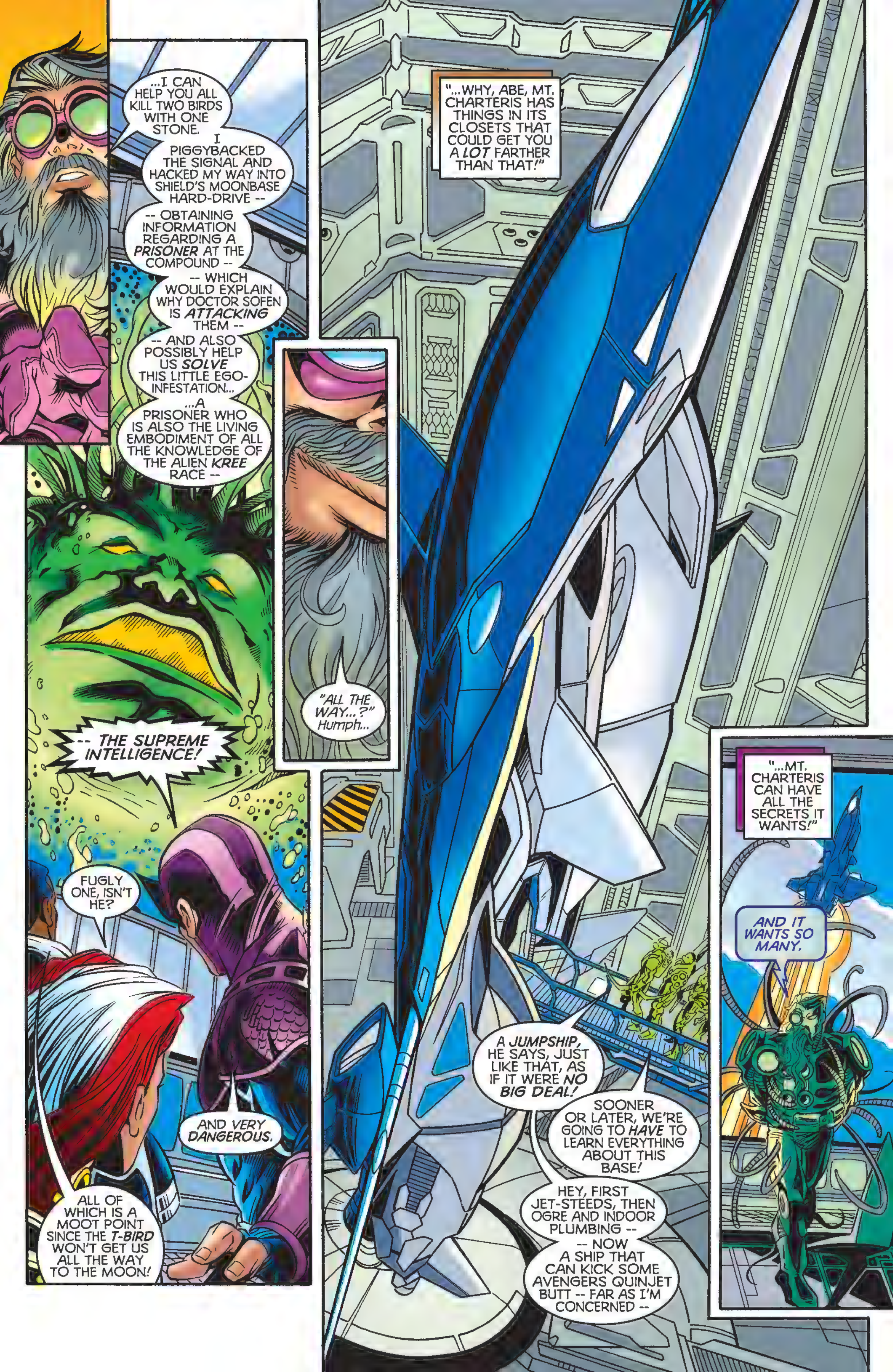
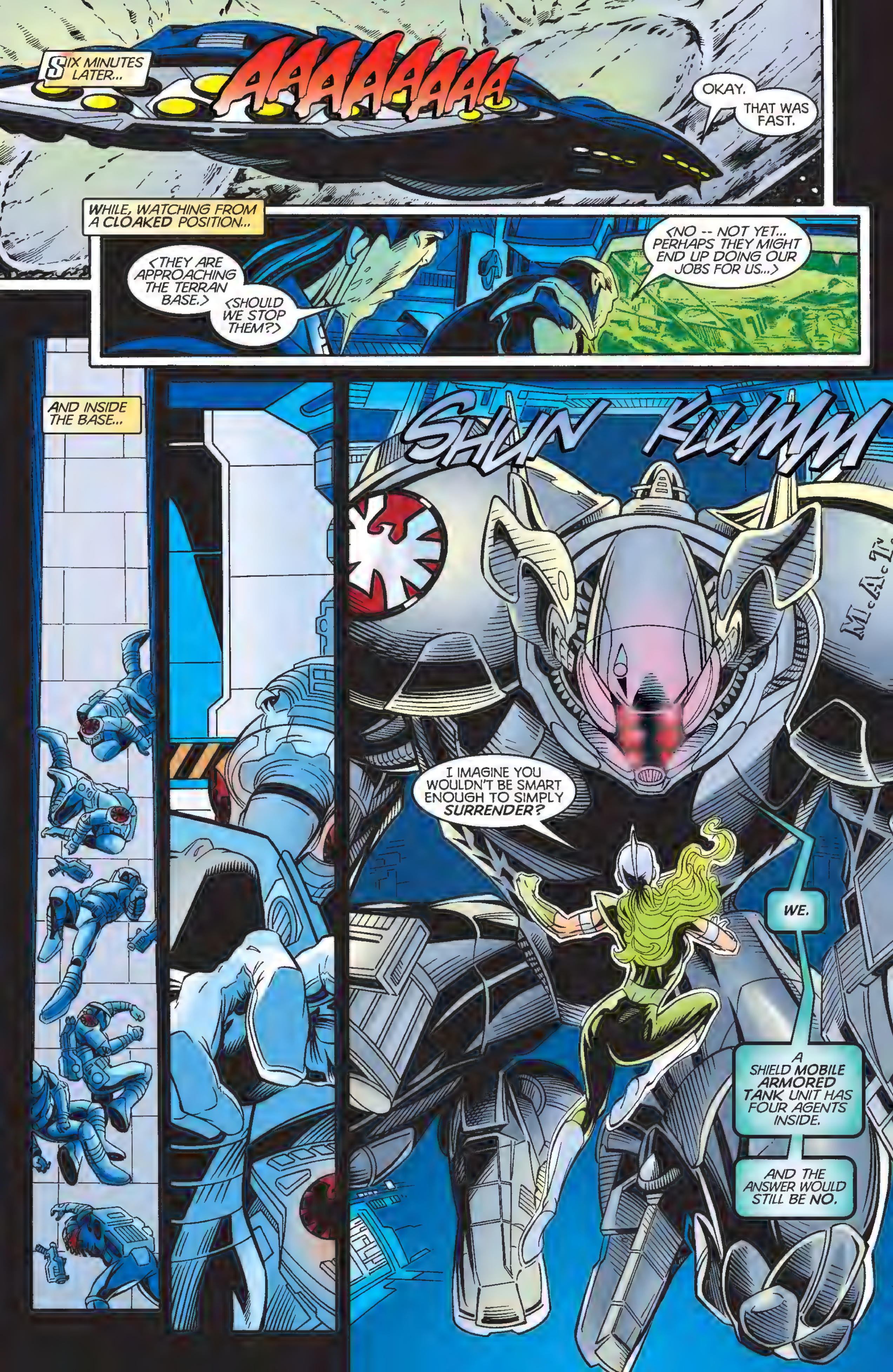

BUT BEING A SENTIENT HUMAN MIND RELOCATED WITHIN THIS WONDROUS MECHANICAL FORM --
-- HASN'T GOTTEN TECHNO ANY CLOSER TO SOLVING ALL HIS CURRENT PROBLEMS.
EARTH HAS BECOME A PENITENTIARY FOR ALIEN PRISONERS AND A WOMB FOR AN ALIEN LIVING PLANET!
HE IS STILL UNABLE TO LOCATE THE THUNDERBOLTS' MISSING MEMBER, MOONSTONE.
HE'S BEEN INCAPABLE OF REDUCING THE IONIC FLUX THREATENING TO TEAR ERIK JOSTEN'S BODY APART.
THE BIOELECTRIC LIFEFORM HE IS SCULPTING STILL NEEDS A CATALYTIC AGENT.
AND THEN THERE WAS THE MATTER OF SCOURGE.
THE VILLAIN-ASSASSIN WHO HAD SLAIN THEIR TEAMMATE JOLT WEEKS AGO --
-- HAD ATTACKED HIM WITHIN THE VERY HALLS OF THE THUNDERBOLTS' MT. CHARTERIS COLORADO HEADQUARTERS.
TECHNO REGISTERED A SURGE OF PYM PARTICLES --
-- AND AN ELECTRIFIED SWORD GREW BEFORE HIS EYES!
HE WATCHED WITH CURIOSITY AS SCOURGE SLICED ONE OF HIS ARMS OFF --
-- AND CALMLY REGENERATED A NEW ARM.
HE REGISTERED A SECOND SURGE IN PYM PARTICLES --
-- ANTICIPATING ANOTHER ASSAULT, A CAT ALLOWING A MOUSE TO THINK IT STANDS A CHANCE...
...HE WAS SURPRISED TO SEE THAT SCOURGE HAD --
-- DISAPPEARED!

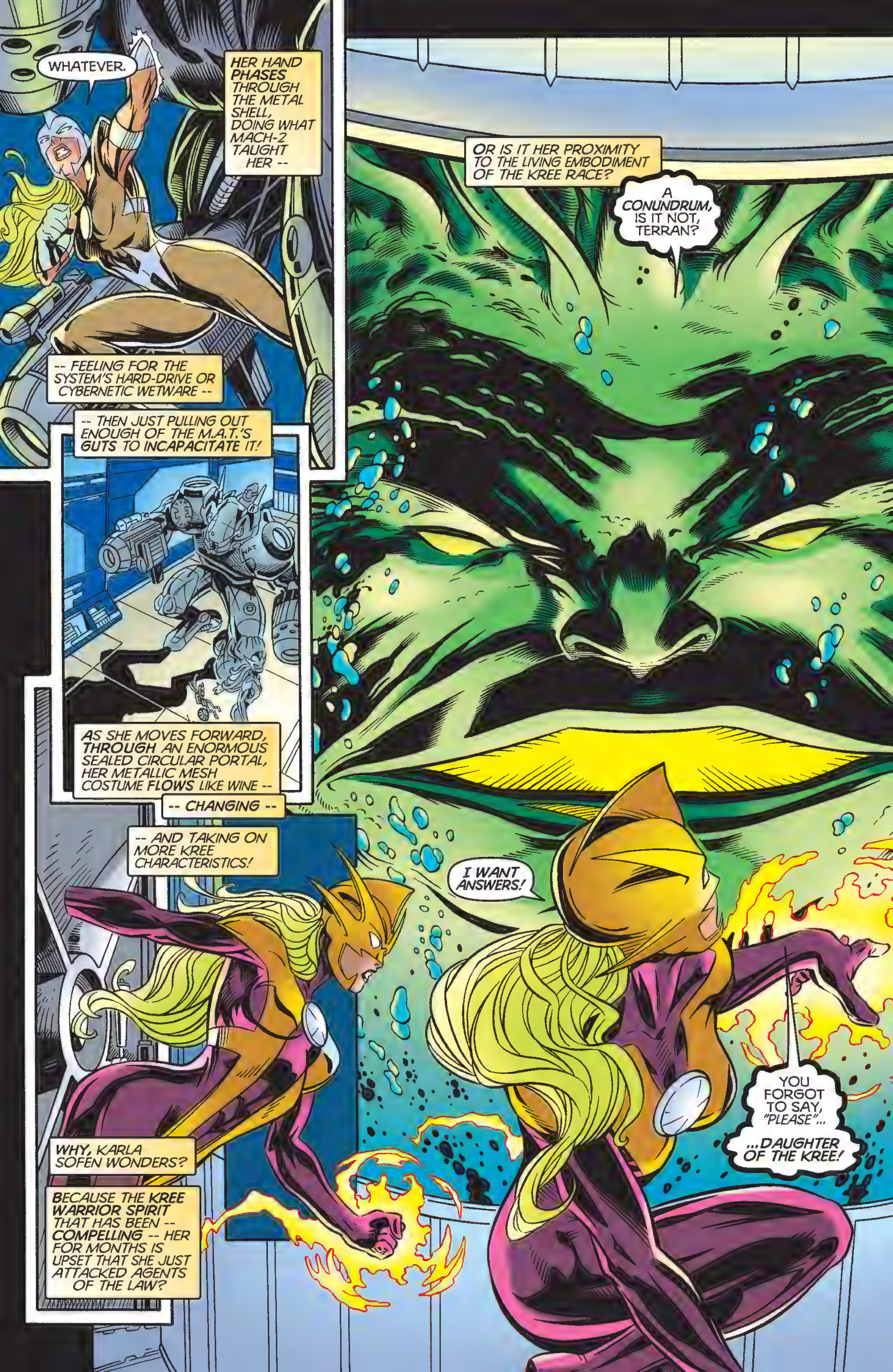

IT'S BEEN THREE WEEKS SINCE THAT INCIDENT.
TECHNO HAD SEARCHED THE CAVERNOUS MOUNTAIN HQ FOR HOURS --
-- AND BEGRUDGINGLY CONCEDED THAT SCOURGE HAD ESCAPED.
HE SOON LOST INTEREST WHEN OTHER MATTERS AROSE.
THE T-BOLTS HAD RETURNED FROM THEIR BATTLE AGAINST COUNT NEFARIA.
HAVING ABSORBED AN ENORMOUS WAVE OF IONIC RADIATION, THE SIZE-CHANGING ATLAS WAS INCAPACITATED.
AND IN LIGHT OF EVERYTHING THAT HAD HAPPENED TO THEM, FRAYED NERVES... CAME UNDONE...
YOU STILL HAVEN'T FOUND HER?
OGRE, WE HAVE TO START KNOCKING SOME PINS DOWN HERE, NOT JUGGLE THEM ALL IN THE AIR FOREVER!
THE LEADER-MEAT WAS MAD. HE HAS THE HOTS FOR MOONSTONE.
PLUS, HAWKEYE HAS WATCHED HIS ENTIRE SCAM FALL APART.
TECHNO KNEW HAWKEYE'S PROMISE TO LEAD THE FORMER VILLAINS TO AN OFFICIAL PARDON AND PUBLIC REDEMPTION WAS A LIE...
...JUST AS THEIR LEADER KNEW THAT BETWEEN ATLAS BEING DOWN, JOLT GETTING KILLED AND MOONSTONE DISAPPEARING --
-- IT WOULD BE IMPOSSIBLE TO FINAGLE HIS WAY AROUND THAT LIE --
-- WITHOUT A TEAM LEFT TO LEAD!
TECHNO WONDERS IF NOW WOULD BE A GOOD TIME TO REVEAL HAWKEYE'S RUSE?
WOULD THAT SERVE TO COMPLETELY SHATTER THE THUNDERBOLTS?
IS THAT EVEN WHAT TECHNO WANTS?

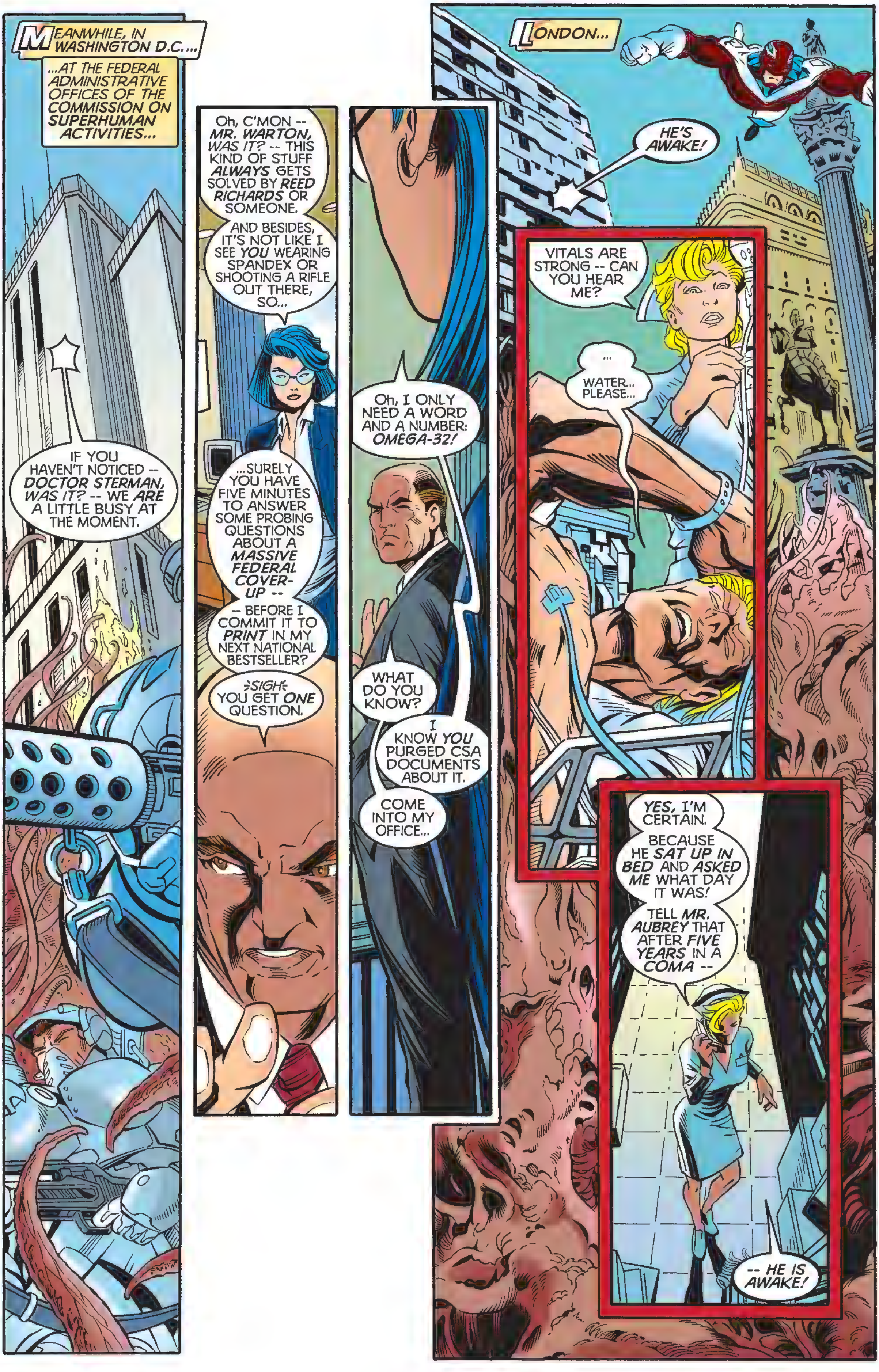

HARD FOR HIM TO SAY. HE WANTED THE CHALLENGE --
-- THE DAILY STIMULATION HE'D ENJOYED WHEN HE HAD BEEN A HUMAN AND A FOUNDING MEMBER OF THE TEAM.
AND BY IMPERSONATING OGRE AND PLACING HIM IN CRYOGENIC SLEEP, HE HAD ENJOYED PLAYING THE GAME FOR A WHILE.
BUT NOW?
NOW THINGS ARE GETTING A BIT TOO... COMPLICATED.
THE CHALLENGES ARE BECOMING NUISANCES.
AND THE NUISANCES BECOMING... NAGGING MORAL QUANDARIES.
OR IS IT MORE THAN THAT?
COULD THE ROBOT ACTUALLY FEEL A TINY ELECTRIC BUZZ OF FEAR?
DID HIS CONFRONTATION WITH SCOURGE UNSETTLE HIM?
COULD TECHNO BE WORRIED THAT THE ASSASSIN MIGHT ACTUALLY PROVE CAPABLE OF TERMINATING HIM?
OR WORSE... COULD HE FEAR THAT SCOURGE HAD PLANNED THEIR INITIAL ENCOUNTER...
...MERELY SO THAT HE COULD FIND THE MEANS TO KILL HIM?!
WHERE DID HE GO?
WHAT IS HE DOING?
WHY IS HE DOING IT?
TOO MANY QUESTIONS...

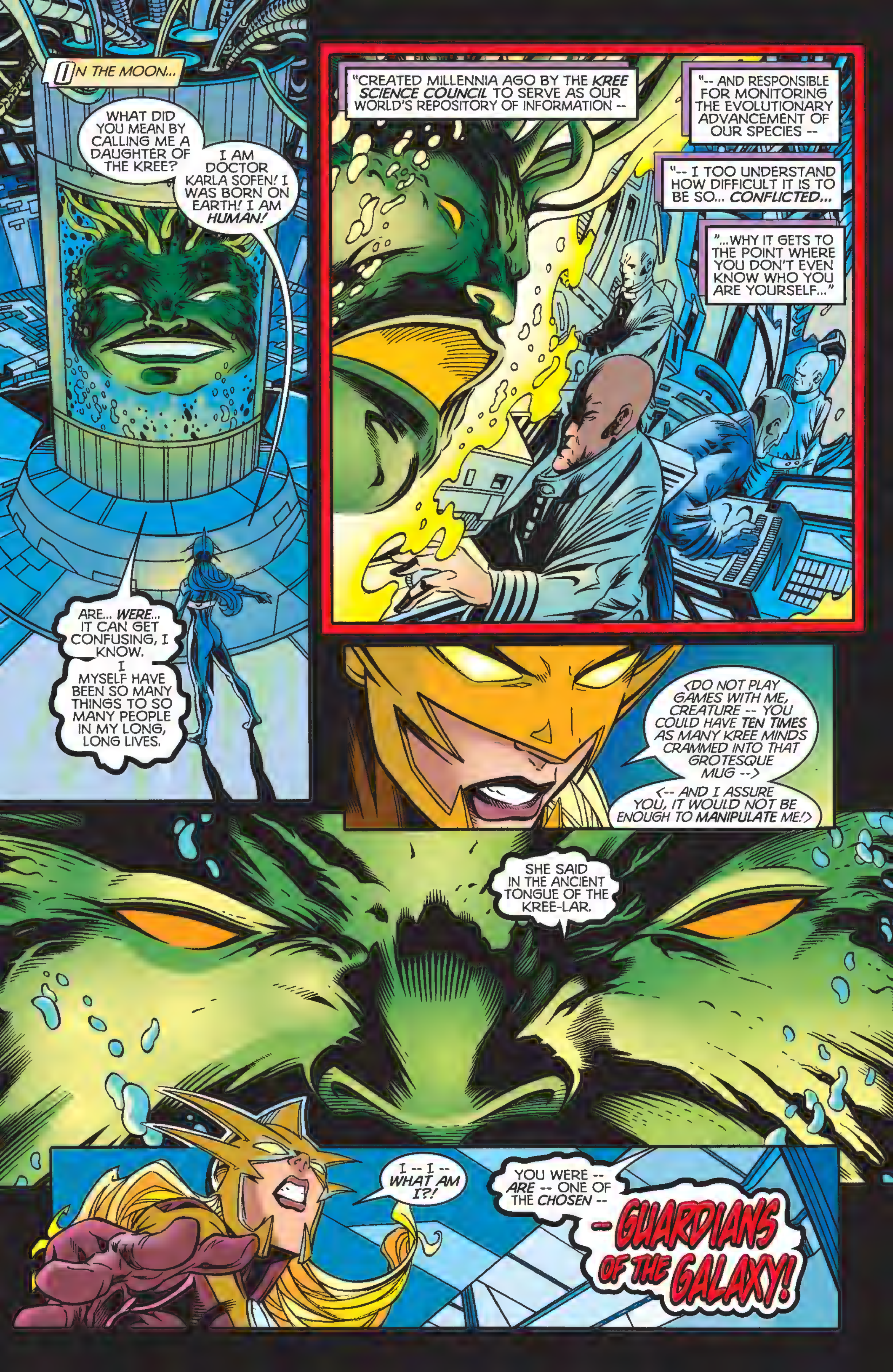

BREET BREET
...FOR A MAN WHO ONLY LIKES ANSWERS.
THE COMMUNICATIONS SYSTEM RED-FLAGS A TRANSMISSION MENTIONING THE THUNDERBOLTS, OR RATHER --
-- MOONSTONE!
A PRIORITY ALERT FROM THE SHIELD MOONBASE.
STRATEGIC HAZARD INTERVENTION ESPIONAGE LOGISTICS DIRECTORATE. -- Tom.
APPARENTLY DOCTOR SOFEN IS REVERTING TO HER FORMER SELF... IN MORE THAN JUST APPEARANCE.
TWENTY MINUTES LATER, THE THUNDERBOLTS, WHO WERE PROTECTING BURTON CANYON FROM THE EGO-MASS, RETURN TO THEIR HQ.
CHARLIE BURLINGAME (CHARCOAL), ABE JENKINS (MACH-2), MELISSA GOLD (SONGBIRD) AND CLINT BARTON (HAWKEYE) --
-- WATCH AS OGRE PLAYS THE SECURITY TAPES OVER...
THE SIGNAL ENDED. WE DON'T KNOW KARLA'S STATUS.
OR THAT OF THE SHIELD AGENTS STATIONED THERE.
THAT, TOO.
BUT TIME TAKEN TO STOP HER AND HELP THOSE AGENTS --
-- IS TIME WASTED IN TRYING TO STOP THIS EGO MESS!
ABE'S RIGHT, HAWK. HASN'T YOUR EXCUSE NOT TO SOLVE HALLIE'S MURDER BEEN THAT THE GOOD OF THE MANY OUTWEIGHS THE GOOD OF THE ONE?
ACTUALLY, WHILE WE'RE TOSSING CLICHÉS ABOUT...

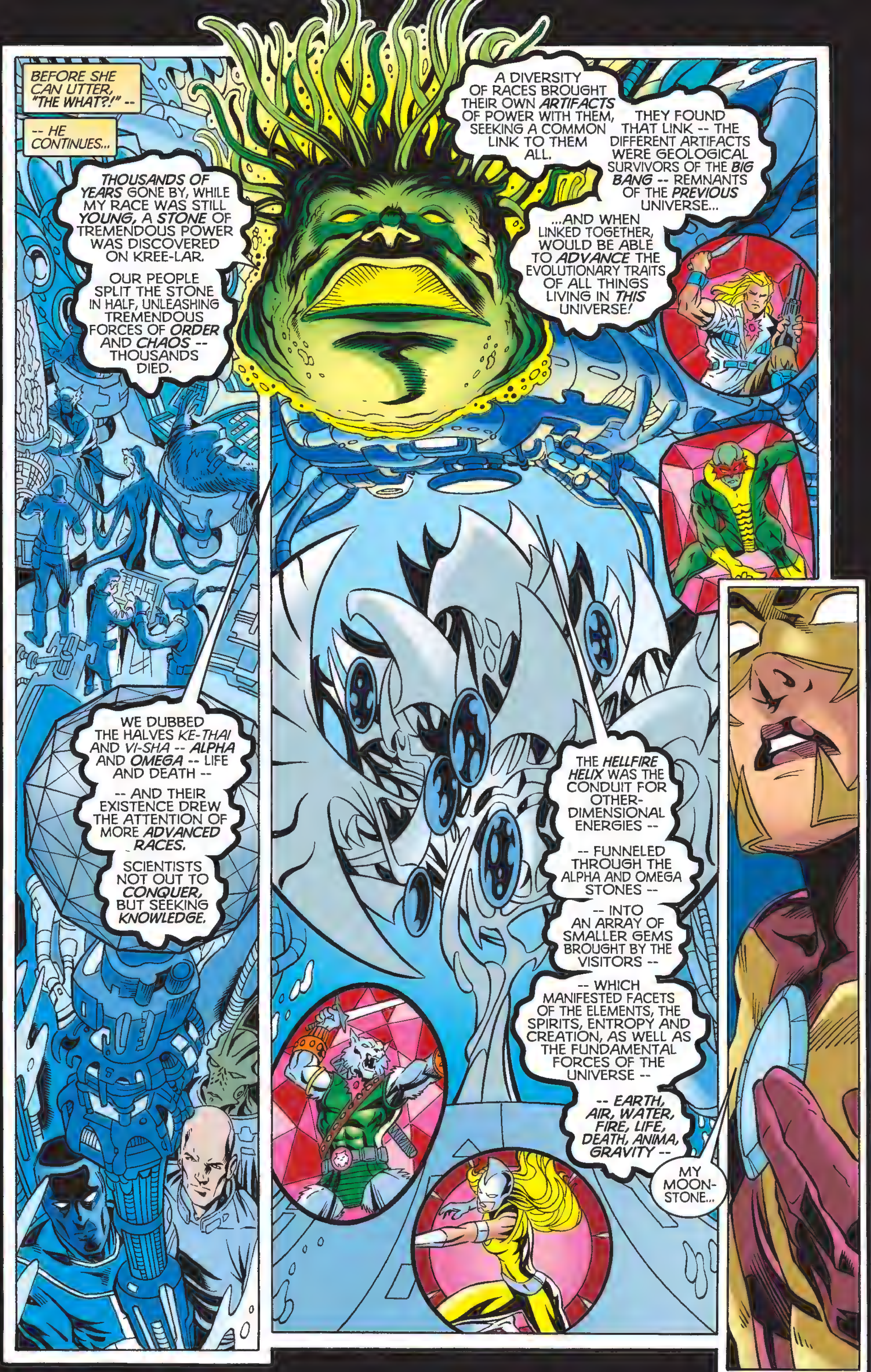

...I CAN HELP YOU ALL KILL TWO BIRDS WITH ONE STONE.
I PIGGYBACKED THE SIGNAL AND HACKED MY WAY INTO SHIELD'S MOONBASE HARD-DRIVE --
-- OBTAINING INFORMATION REGARDING A *PRISONER* AT THE COMPOUND --
-- WHICH WOULD EXPLAIN WHY DOCTOR SOFEN IS *ATTACKING* THEM --
-- AND ALSO POSSIBLY HELP US *SOLVE* THIS LITTLE EGO-INFESTATION...
...A PRISONER WHO IS ALSO THE LIVING EMBODIMENT OF ALL THE KNOWLEDGE OF THE ALIEN *KREE* RACE --
-- THE SUPREME INTELLIGENCE!
FUGLY ONE, ISN'T HE?
AND VERY DANGEROUS.
ALL OF WHICH IS A MOOT POINT SINCE THE *T-BIRD* WON'T GET US ALL THE WAY TO THE MOON!
"ALL THE WAY...?" Humph...
"...WHY, ABE, MT. CHARTERIS HAS THINGS IN ITS CLOSETS THAT COULD GET YOU A *LOT* FARTHER THAN THAT!"
A *JUMPSHIP*, HE SAYS, JUST LIKE THAT, AS IF IT WERE *NO BIG DEAL!*
SOONER OR LATER, WE'RE GOING TO *HAVE* TO LEARN EVERYTHING ABOUT THIS BASE!
HEY, FIRST JET-STEEDS, THEN OGRE AND INDOOR PLUMBING --
-- NOW A SHIP THAT CAN KICK SOME AVENGERS QUINJET BUTT -- FAR AS I'M CONCERNED --
"...MT. CHARTERIS CAN HAVE ALL THE SECRETS IT WANTS!"
AND IT WANTS SO MANY.

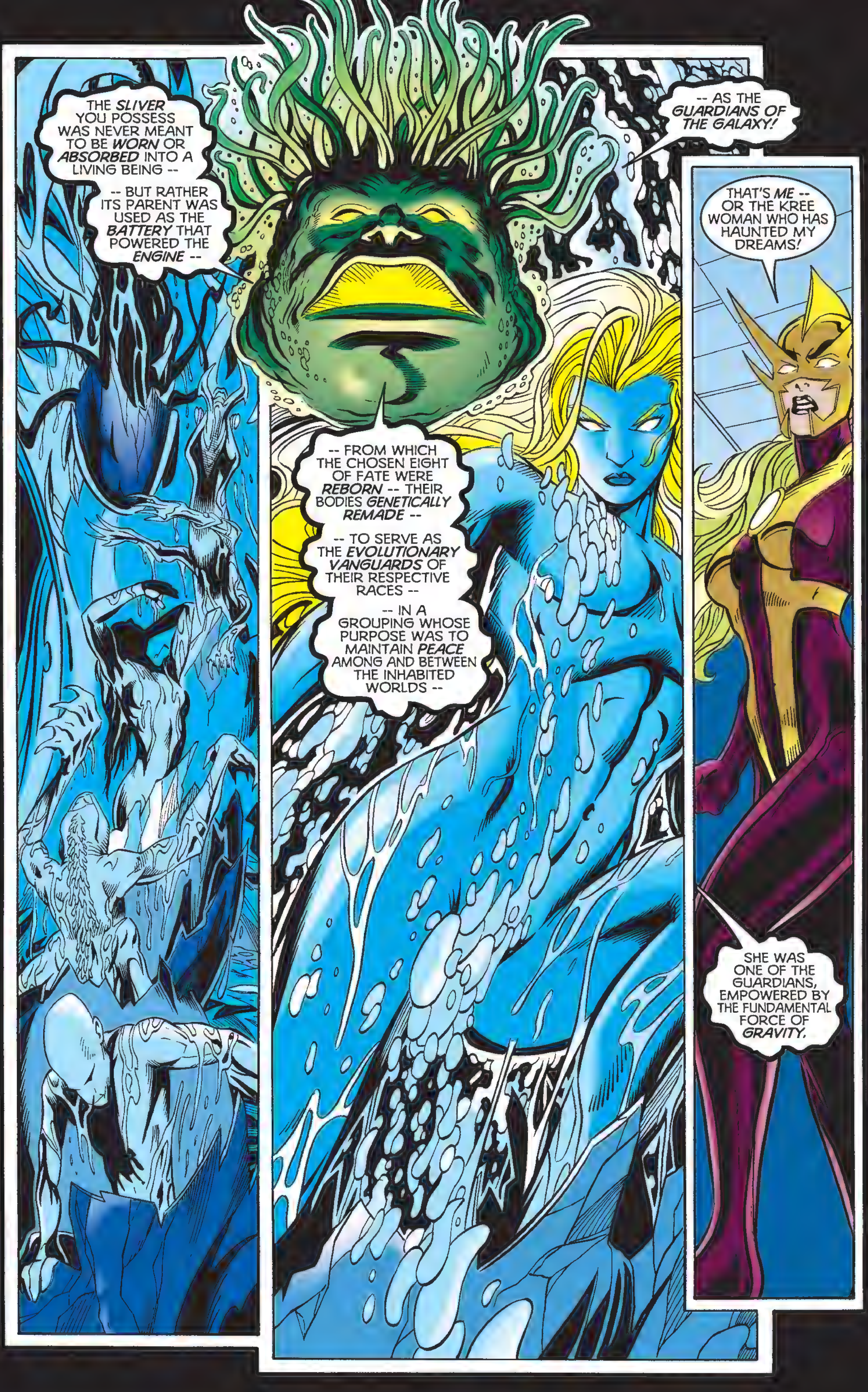

SIX MINUTES LATER...
AAAAAAAA
OKAY.
THAT WAS FAST.
WHILE, WATCHING FROM A CLOAKED POSITION...
<THEY ARE APPROACHING THE TERRAN BASE.>
<SHOULD WE STOP THEM?>
<NO -- NOT YET... PERHAPS THEY MIGHT END UP DOING OUR JOBS FOR US...>
AND INSIDE THE BASE...
SHUN KLUMM
M.A.T.
I IMAGINE YOU WOULDN'T BE SMART ENOUGH TO SIMPLY SURRENDER?
WE.
A SHIELD MOBILE ARMORED TANK UNIT HAS FOUR AGENTS INSIDE.
AND THE ANSWER WOULD STILL BE NO.

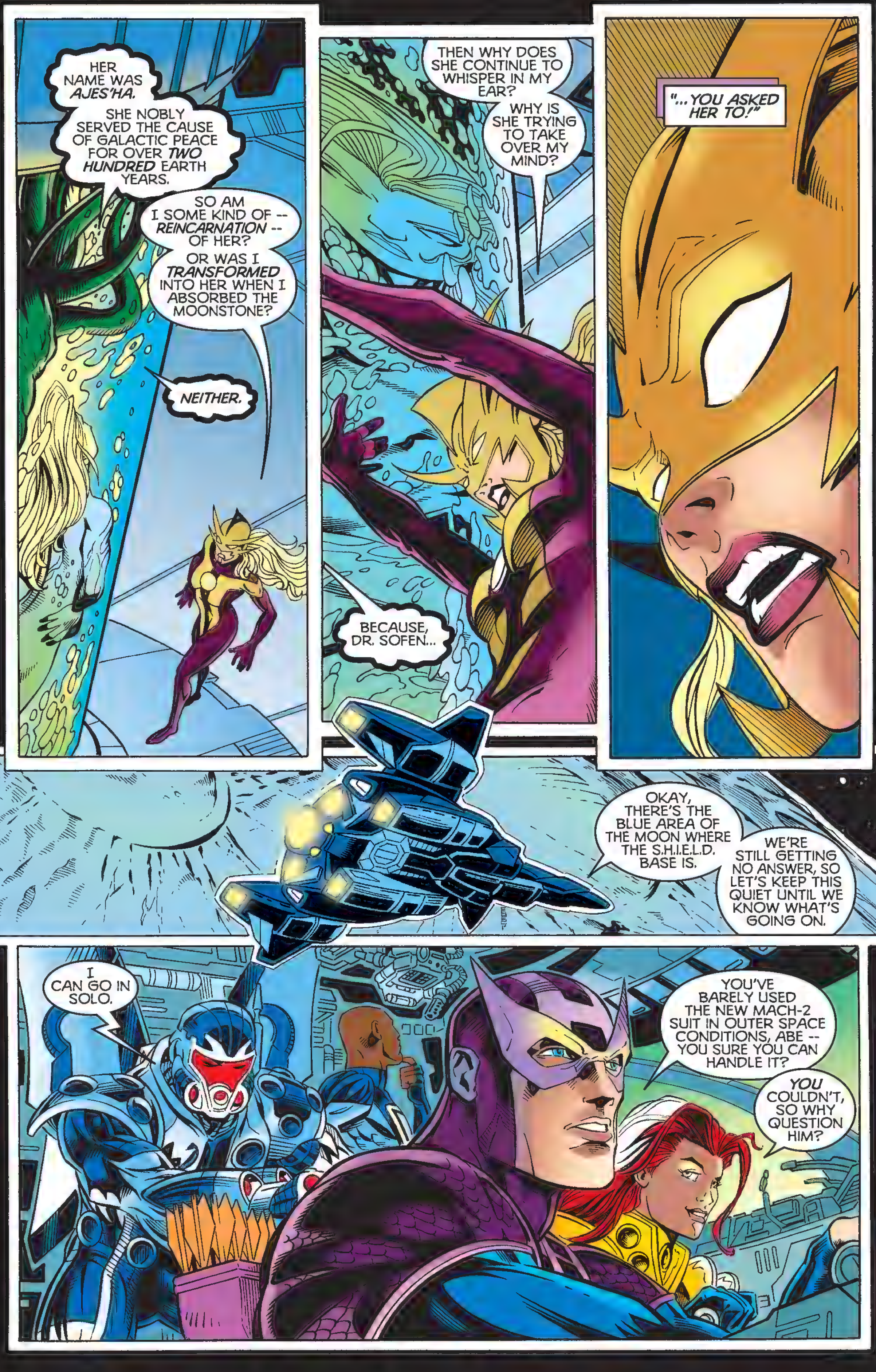

WHATEVER.
HER HAND PHASES THROUGH THE METAL SHELL, DOING WHAT MACH-2 TAUGHT HER --
-- FEELING FOR THE SYSTEM'S HARD-DRIVE OR CYBERNETIC WETWARE --
-- THEN JUST PULLING OUT ENOUGH OF THE M.A.T.'S GUTS TO INCAPACITATE IT!
AS SHE MOVES FORWARD, THROUGH AN ENORMOUS SEALED CIRCULAR PORTAL, HER METALLIC MESH COSTUME FLOWS LIKE WINE --
-- CHANGING --
-- AND TAKING ON MORE KREE CHARACTERISTICS!
WHY, KARLA SOFEN WONDERS?
BECAUSE THE KREE WARRIOR SPIRIT THAT HAS BEEN -- COMPELLING -- HER FOR MONTHS IS UPSET THAT SHE JUST ATTACKED AGENTS OF THE LAW?
OR IS IT HER PROXIMITY TO THE LIVING EMBODIMENT OF THE KREE RACE?
A CONUNDRUM, IS IT NOT, TERRAN?
I WANT ANSWERS!
YOU FORGOT TO SAY, "PLEASE"...
...DAUGHTER OF THE KREE!

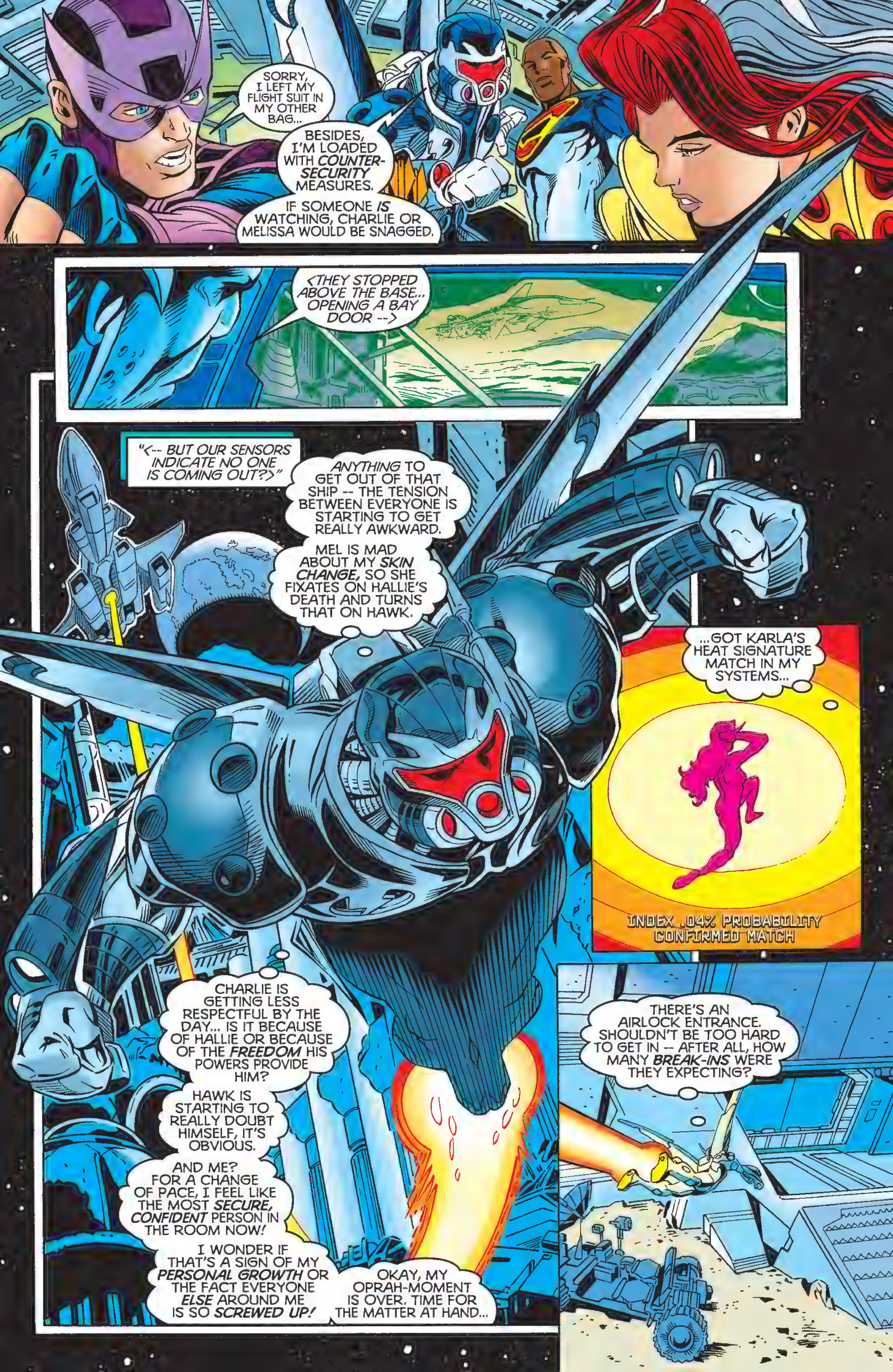

MEANWHILE, IN WASHINGTON D.C....
...AT THE FEDERAL ADMINISTRATIVE OFFICES OF THE COMMISSION ON SUPERHUMAN ACTIVITIES...
IF YOU HAVEN'T NOTICED -- DOCTOR STERMAN, WAS IT? -- WE ARE A LITTLE BUSY AT THE MOMENT.
Oh, C'MON -- MR. WARTON, WAS IT? -- THIS KIND OF STUFF ALWAYS GETS SOLVED BY REED RICHARDS OR SOMEONE.
AND BESIDES, IT'S NOT LIKE I SEE YOU WEARING SPANDEX OR SHOOTING A RIFLE OUT THERE, SO...
...SURELY YOU HAVE FIVE MINUTES TO ANSWER SOME PROBING QUESTIONS ABOUT A MASSIVE FEDERAL COVER-UP --
-- BEFORE I COMMIT IT TO PRINT IN MY NEXT NATIONAL BESTSELLER?
SIGH. YOU GET ONE QUESTION.
Oh, I ONLY NEED A WORD AND A NUMBER: OMEGA-32!
WHAT DO YOU KNOW?
I KNOW YOU PURGED CSA DOCUMENTS ABOUT IT.
COME INTO MY OFFICE...
LONDON...
HE'S AWAKE!
VITALS ARE STRONG -- CAN YOU HEAR ME?
...
WATER... PLEASE...
YES, I'M CERTAIN.
BECAUSE HE SAT UP IN BED AND ASKED ME WHAT DAY IT WAS!
TELL MR. AUBREY THAT AFTER FIVE YEARS IN A COMA --
-- HE IS AWAKE!

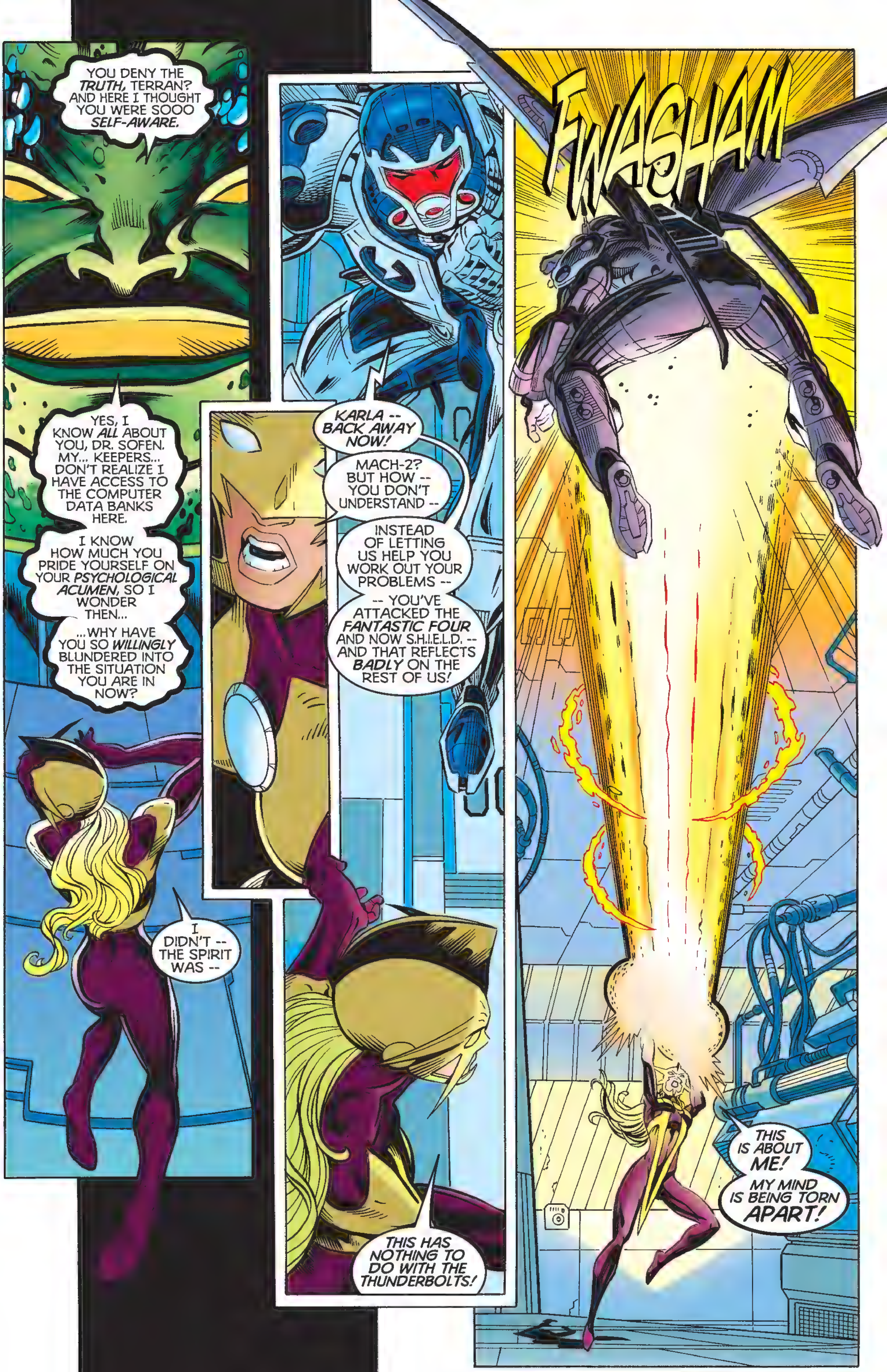

ON THE MOON...
WHAT DID YOU MEAN BY CALLING ME A DAUGHTER OF THE KREE?
I AM DOCTOR KARLA SOFEN! I WAS BORN ON EARTH! I AM *HUMAN!*
ARE... *WERE*... IT CAN GET CONFUSING, I KNOW.
I MYSELF HAVE BEEN SO MANY THINGS TO SO MANY PEOPLE IN MY LONG, LONG LIVES.
"CREATED MILLENNIA AGO BY THE *KREE SCIENCE COUNCIL* TO SERVE AS OUR WORLD'S REPOSITORY OF INFORMATION --
"-- AND RESPONSIBLE FOR MONITORING THE EVOLUTIONARY ADVANCEMENT OF OUR SPECIES --
"-- I TOO UNDERSTAND HOW DIFFICULT IT IS TO BE SO... *CONFLICTED...*
"...WHY IT GETS TO THE POINT WHERE YOU DON'T EVEN KNOW WHO YOU ARE YOURSELF..."
<DO NOT PLAY GAMES WITH ME, CREATURE -- YOU COULD HAVE *TEN TIMES* AS MANY KREE MINDS CRAMMED INTO THAT GROTESQUE MUG -->
<-- AND I ASSURE YOU, IT WOULD NOT BE ENOUGH TO *MANIPULATE* ME!>
SHE SAID IN THE ANCIENT TONGUE OF THE KREE-LAR.
I -- I -- *WHAT AM I?!*
YOU WERE -- *ARE* -- ONE OF THE *CHOSEN* --
-- GUARDIANS OF THE GALAXY!

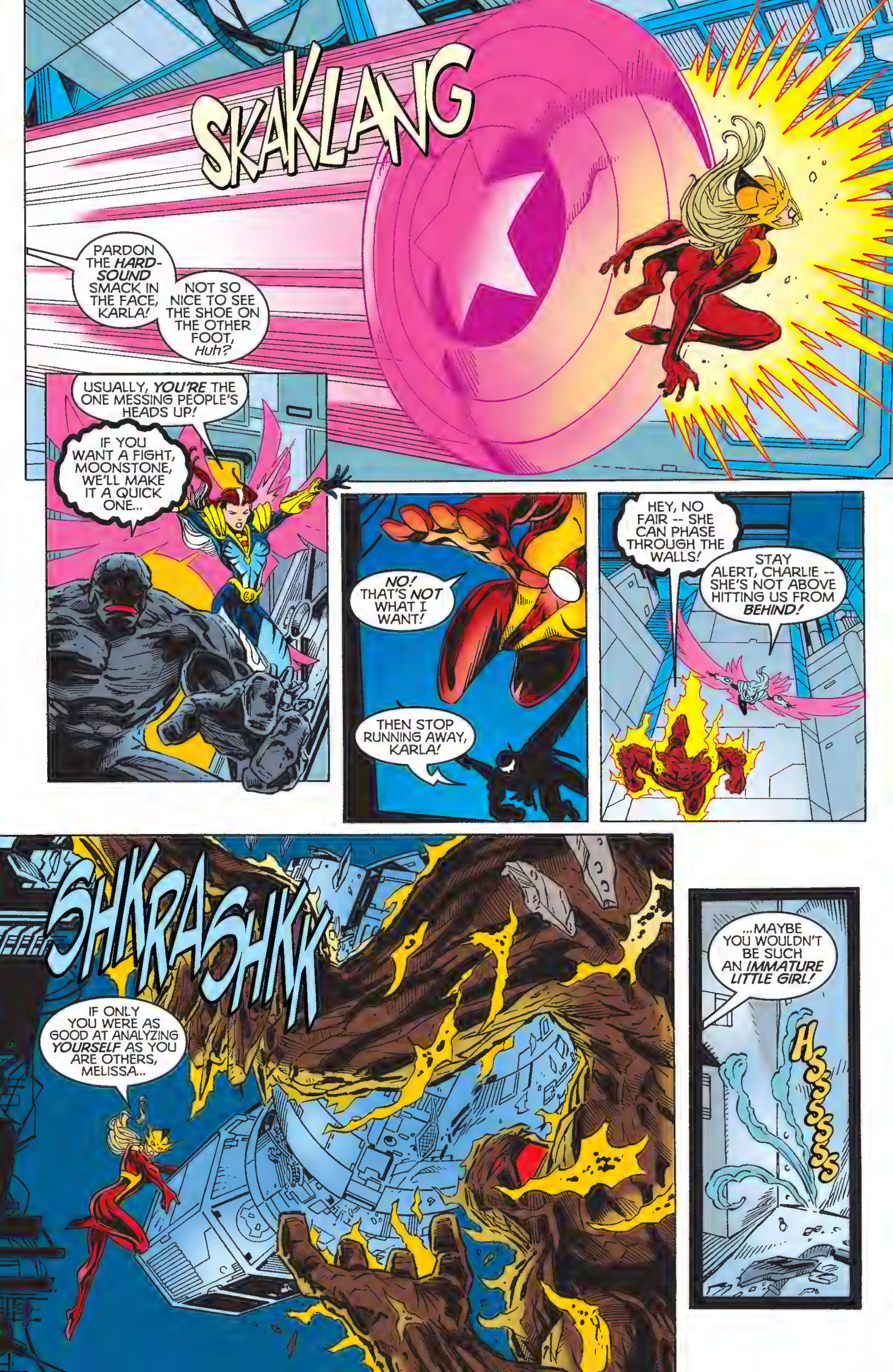

BEFORE SHE CAN UTTER, "THE WHAT?!" --
-- HE CONTINUES...
THOUSANDS OF YEARS GONE BY, WHILE MY RACE WAS STILL YOUNG, A STONE OF TREMENDOUS POWER WAS DISCOVERED ON KREE-LAR.
OUR PEOPLE SPLIT THE STONE IN HALF, UNLEASHING TREMENDOUS FORCES OF ORDER AND CHAOS -- THOUSANDS DIED.
A DIVERSITY OF RACES BROUGHT THEIR OWN ARTIFACTS OF POWER WITH THEM, SEEKING A COMMON LINK TO THEM ALL.
THEY FOUND THAT LINK -- THE DIFFERENT ARTIFACTS WERE GEOLOGICAL SURVIVORS OF THE BIG BANG -- REMNANTS OF THE PREVIOUS UNIVERSE...
...AND WHEN LINKED TOGETHER, WOULD BE ABLE TO ADVANCE THE EVOLUTIONARY TRAITS OF ALL THINGS LIVING IN THIS UNIVERSE!
WE DUBBED THE HALVES KE-THAI AND VI-SHA -- ALPHA AND OMEGA -- LIFE AND DEATH --
-- AND THEIR EXISTENCE DREW THE ATTENTION OF MORE ADVANCED RACES.
SCIENTISTS NOT OUT TO CONQUER, BUT SEEKING KNOWLEDGE.
THE HELLFIRE HELIX WAS THE CONDUIT FOR OTHER-DIMENSIONAL ENERGIES --
-- FUNNELED THROUGH THE ALPHA AND OMEGA STONES --
-- INTO AN ARRAY OF SMALLER GEMS BROUGHT BY THE VISITORS --
-- WHICH MANIFESTED FACETS OF THE ELEMENTS, THE SPIRITS, ENTROPY AND CREATION, AS WELL AS THE FUNDAMENTAL FORCES OF THE UNIVERSE --
-- EARTH, AIR, WATER, FIRE, LIFE, DEATH, ANIMA, GRAVITY --
MY MOON-STONE...

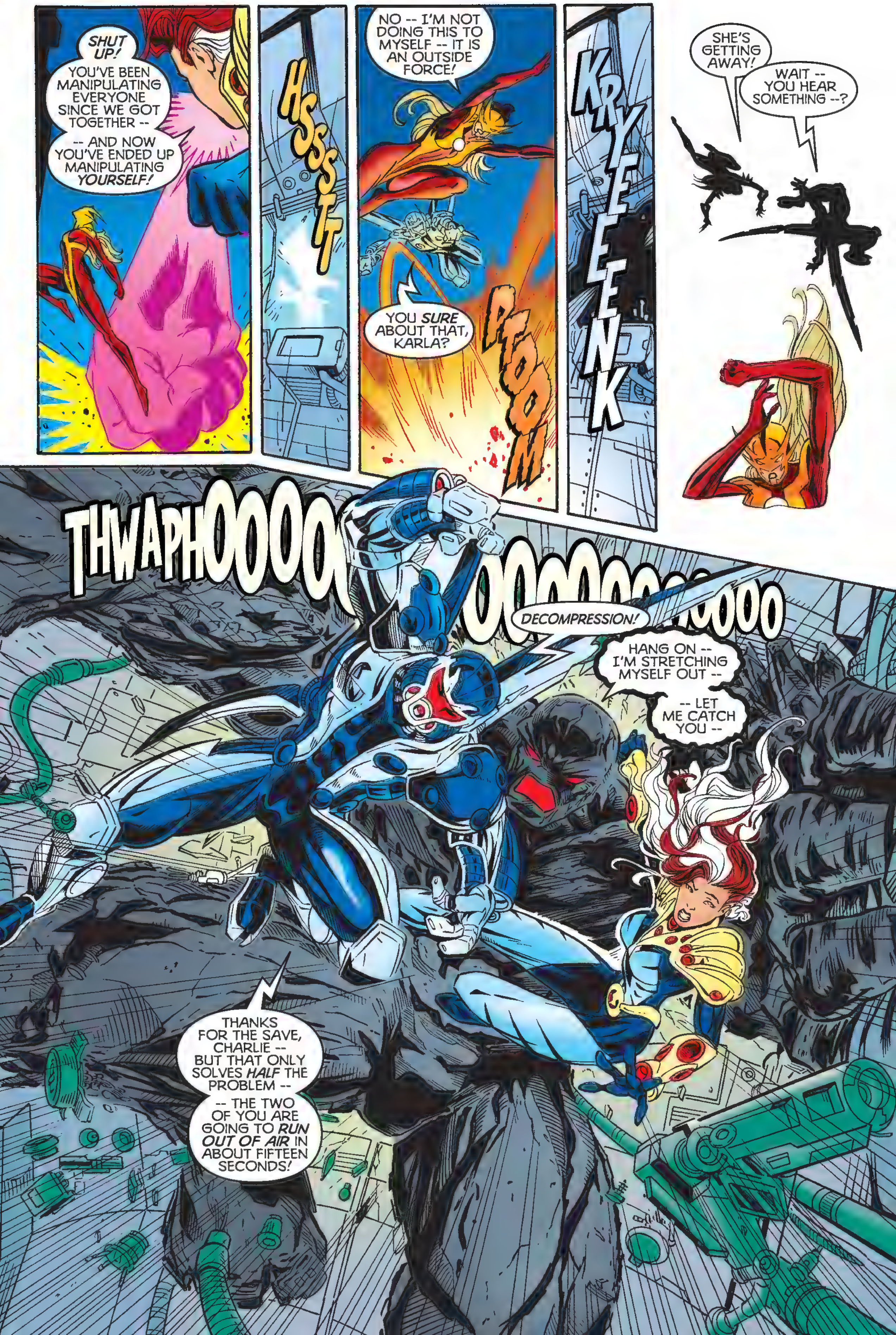

THE *SLIVER* YOU POSSESS WAS NEVER MEANT TO BE *WORN* OR *ABSORBED* INTO A LIVING BEING --
-- BUT RATHER ITS PARENT WAS USED AS THE *BATTERY* THAT POWERED THE *ENGINE* --
-- FROM WHICH THE CHOSEN EIGHT OF FATE WERE *REBORN* -- THEIR BODIES *GENETICALLY REMADE* --
-- TO SERVE AS THE *EVOLUTIONARY VANGUARDS* OF THEIR RESPECTIVE RACES --
-- IN A GROUPING WHOSE PURPOSE WAS TO MAINTAIN *PEACE* AMONG AND BETWEEN THE INHABITED WORLDS --
-- AS THE *GUARDIANS OF THE GALAXY!*
THAT'S *ME* -- OR THE KREE WOMAN WHO HAS HAUNTED MY DREAMS!
SHE WAS ONE OF THE GUARDIANS, EMPOWERED BY THE FUNDAMENTAL FORCE OF *GRAVITY.*

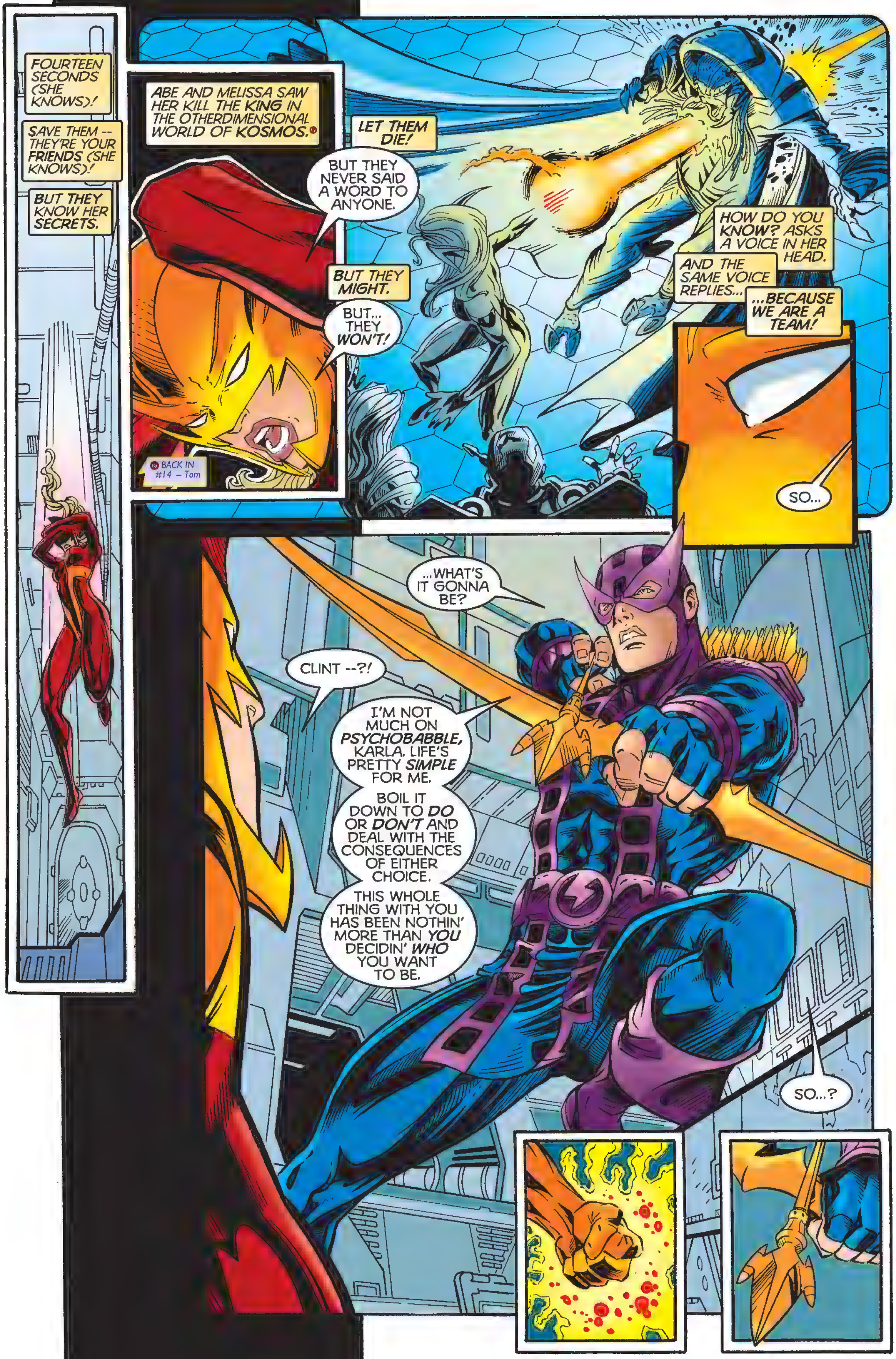

HER NAME WAS *AJES'HA.*
SHE NOBLY SERVED THE CAUSE OF GALACTIC PEACE FOR OVER *TWO HUNDRED* EARTH YEARS.
SO AM I SOME KIND OF -- *REINCARNATION* -- OF HER?
OR WAS I *TRANSFORMED* INTO HER WHEN I ABSORBED THE MOONSTONE?
NEITHER.
THEN WHY DOES SHE CONTINUE TO WHISPER IN MY EAR?
WHY IS SHE TRYING TO TAKE OVER MY MIND?
BECAUSE, DR. SOFEN...
"...YOU ASKED HER TO!"
OKAY, THERE'S THE BLUE AREA OF THE MOON WHERE THE S.H.I.E.L.D. BASE IS.
WE'RE STILL GETTING NO ANSWER, SO LET'S KEEP THIS QUIET UNTIL WE KNOW WHAT'S GOING ON.
I CAN GO IN SOLO.
YOU'VE BARELY USED THE NEW MACH-2 SUIT IN OUTER SPACE CONDITIONS, ABE -- YOU SURE YOU CAN HANDLE IT?
YOU COULDN'T, SO WHY QUESTION HIM?

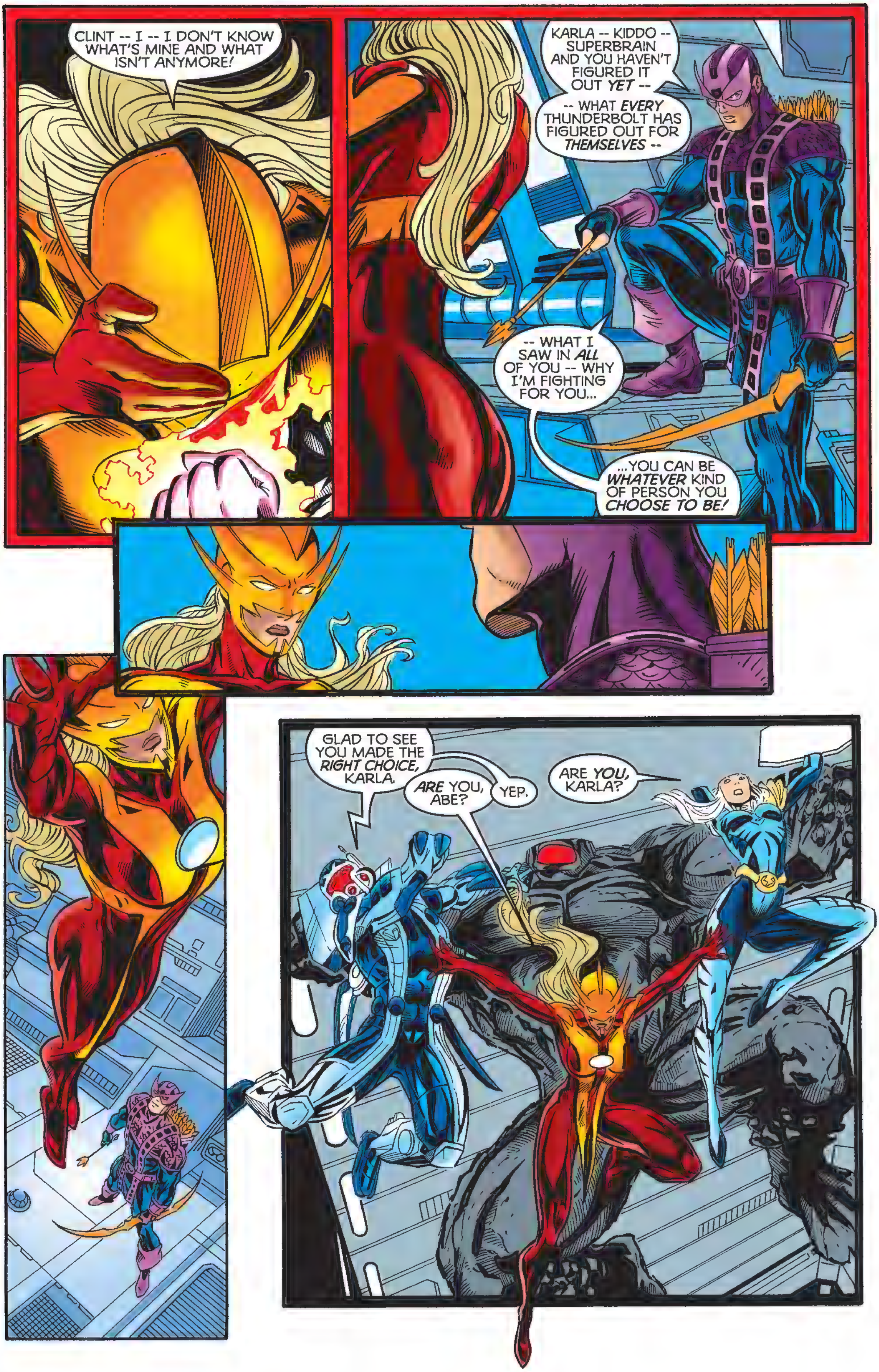

SORRY, I LEFT MY FLIGHT SUIT IN MY OTHER BAG...
BESIDES, I'M LOADED WITH *COUNTER-SECURITY* MEASURES.
IF SOMEONE *IS* WATCHING, CHARLIE OR MELISSA WOULD BE SNAGGED.
<THEY STOPPED ABOVE THE BASE... OPENING A BAY DOOR -->
"<-- BUT OUR SENSORS INDICATE NO ONE IS COMING OUT?>"
ANYTHING TO GET OUT OF THAT SHIP -- THE TENSION BETWEEN EVERYONE IS STARTING TO GET REALLY AWKWARD.
MEL IS MAD ABOUT MY *SKIN CHANGE,* SO SHE FIXATES ON HALLIE'S DEATH AND TURNS THAT ON HAWK.
...GOT KARLA'S HEAT SIGNATURE MATCH IN MY SYSTEMS...
INDEX .04% PROBABILITY CONFIRMED MATCH
CHARLIE IS GETTING LESS RESPECTFUL BY THE DAY... IS IT BECAUSE OF HALLIE OR BECAUSE OF THE *FREEDOM* HIS POWERS PROVIDE HIM?
HAWK IS STARTING TO REALLY DOUBT HIMSELF, IT'S OBVIOUS.
AND ME? FOR A CHANGE OF PACE, I FEEL LIKE THE MOST *SECURE, CONFIDENT* PERSON IN THE ROOM NOW!
I WONDER IF THAT'S A SIGN OF MY *PERSONAL GROWTH* OR THE FACT EVERYONE *ELSE* AROUND ME IS SO *SCREWED UP!*
OKAY, MY OPRAH-MOMENT IS OVER. TIME FOR THE MATTER AT HAND...
THERE'S AN AIRLOCK ENTRANCE. SHOULDN'T BE TOO HARD TO GET IN -- AFTER ALL, HOW MANY *BREAK-INS* WERE THEY EXPECTING?

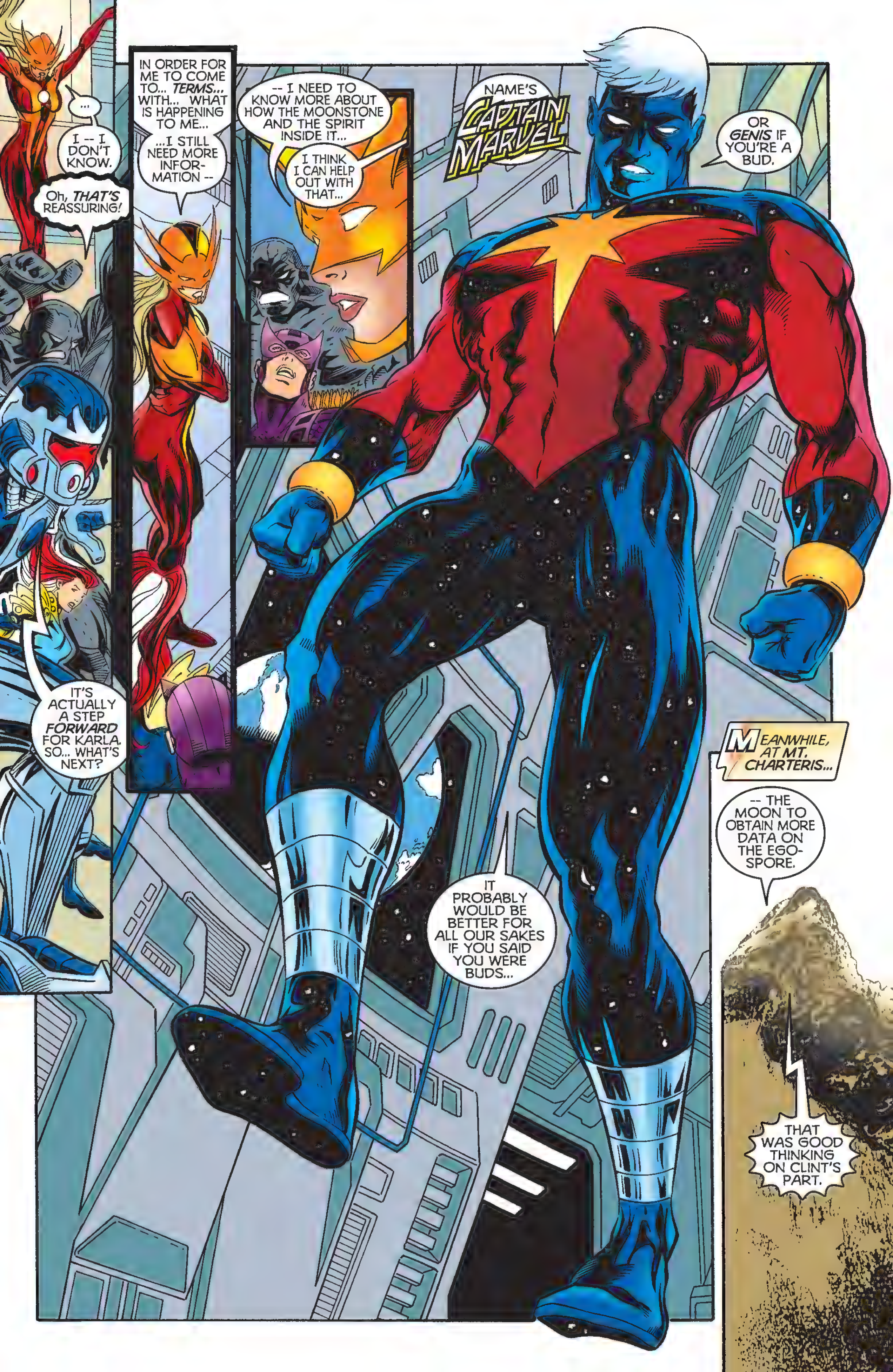

YOU DENY THE *TRUTH,* TERRAN? AND HERE I THOUGHT YOU WERE SOOO *SELF-AWARE.*
YES, I KNOW *ALL* ABOUT YOU, DR. SOFEN. MY... KEEPERS... DON'T REALIZE I HAVE ACCESS TO THE COMPUTER DATA BANKS HERE.
I KNOW HOW MUCH YOU PRIDE YOURSELF ON YOUR *PSYCHOLOGICAL ACUMEN,* SO I WONDER THEN...
...WHY HAVE YOU SO *WILLINGLY* BLUNDERED INTO THE SITUATION YOU ARE IN NOW?
I DIDN'T -- THE SPIRIT WAS --
KARLA -- BACK AWAY NOW!
MACH-2? BUT HOW -- YOU DON'T UNDERSTAND --
INSTEAD OF LETTING US HELP YOU WORK OUT YOUR PROBLEMS --
-- YOU'VE ATTACKED THE *FANTASTIC FOUR* AND NOW S.H.I.E.L.D. -- AND THAT REFLECTS *BADLY* ON THE REST OF US!
THIS HAS NOTHING TO DO WITH THE THUNDERBOLTS!
FWASHAM
THIS IS ABOUT ME! MY MIND IS BEING TORN APART!

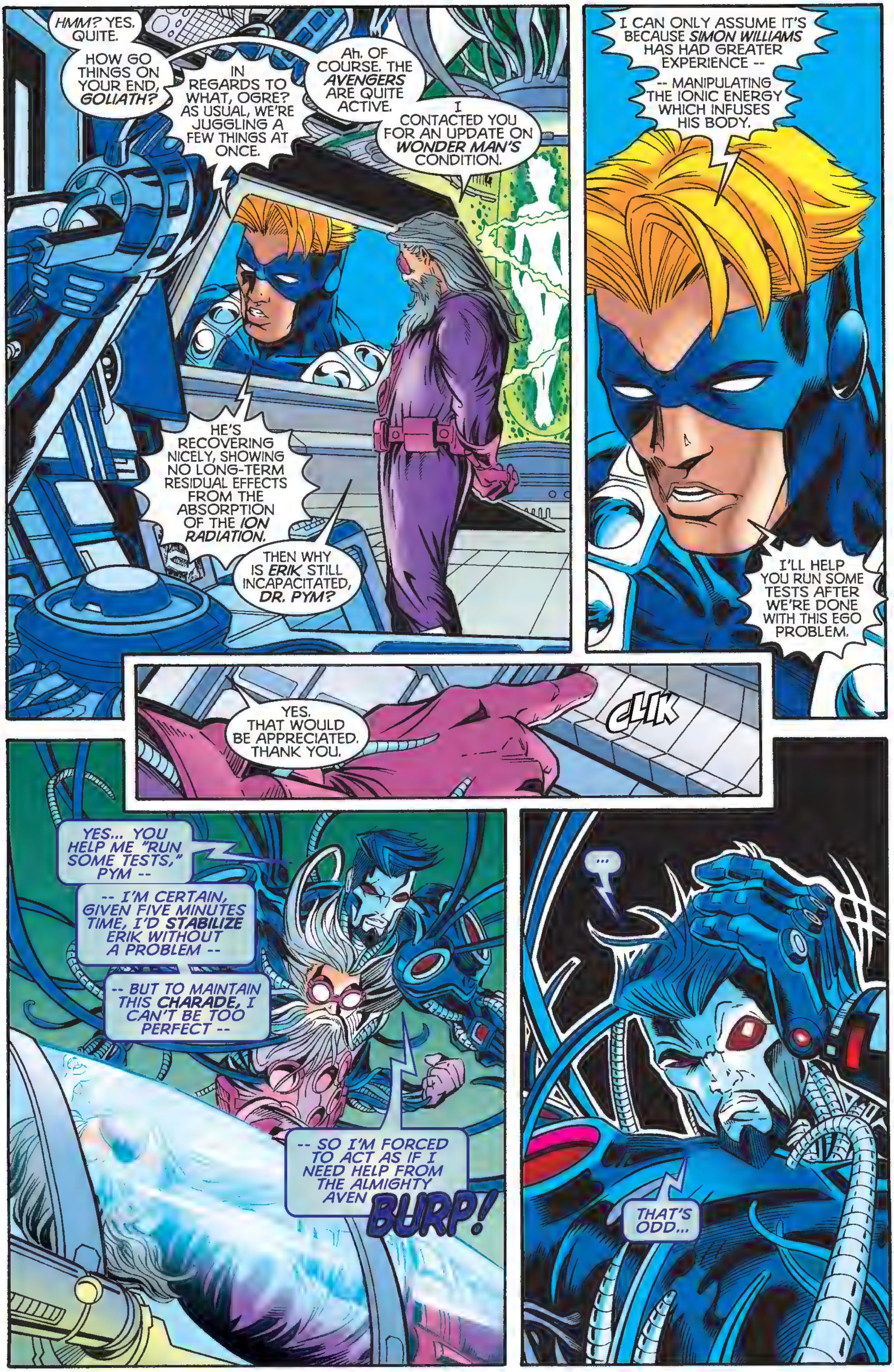

SKAKLANG
PARDON THE *HARD-SOUND* SMACK IN THE FACE, KARLA!
NOT SO NICE TO SEE THE SHOE ON THE OTHER FOOT, *Huh?*
USUALLY, *YOU'RE* THE ONE MESSING PEOPLE'S HEADS UP!
IF YOU WANT A FIGHT, MOONSTONE, WE'LL MAKE IT A QUICK ONE...
NO! THAT'S *NOT* WHAT I WANT!
THEN STOP RUNNING AWAY, KARLA!
HEY, NO FAIR -- SHE CAN PHASE THROUGH THE WALLS!
STAY ALERT, CHARLIE -- SHE'S NOT ABOVE HITTING US FROM *BEHIND!*
SHKRASHKK
IF ONLY YOU WERE AS GOOD AT ANALYZING *YOURSELF* AS YOU ARE OTHERS, MELISSA...
...MAYBE YOU WOULDN'T BE SUCH AN *IMMATURE LITTLE GIRL!*
HSSSSSS

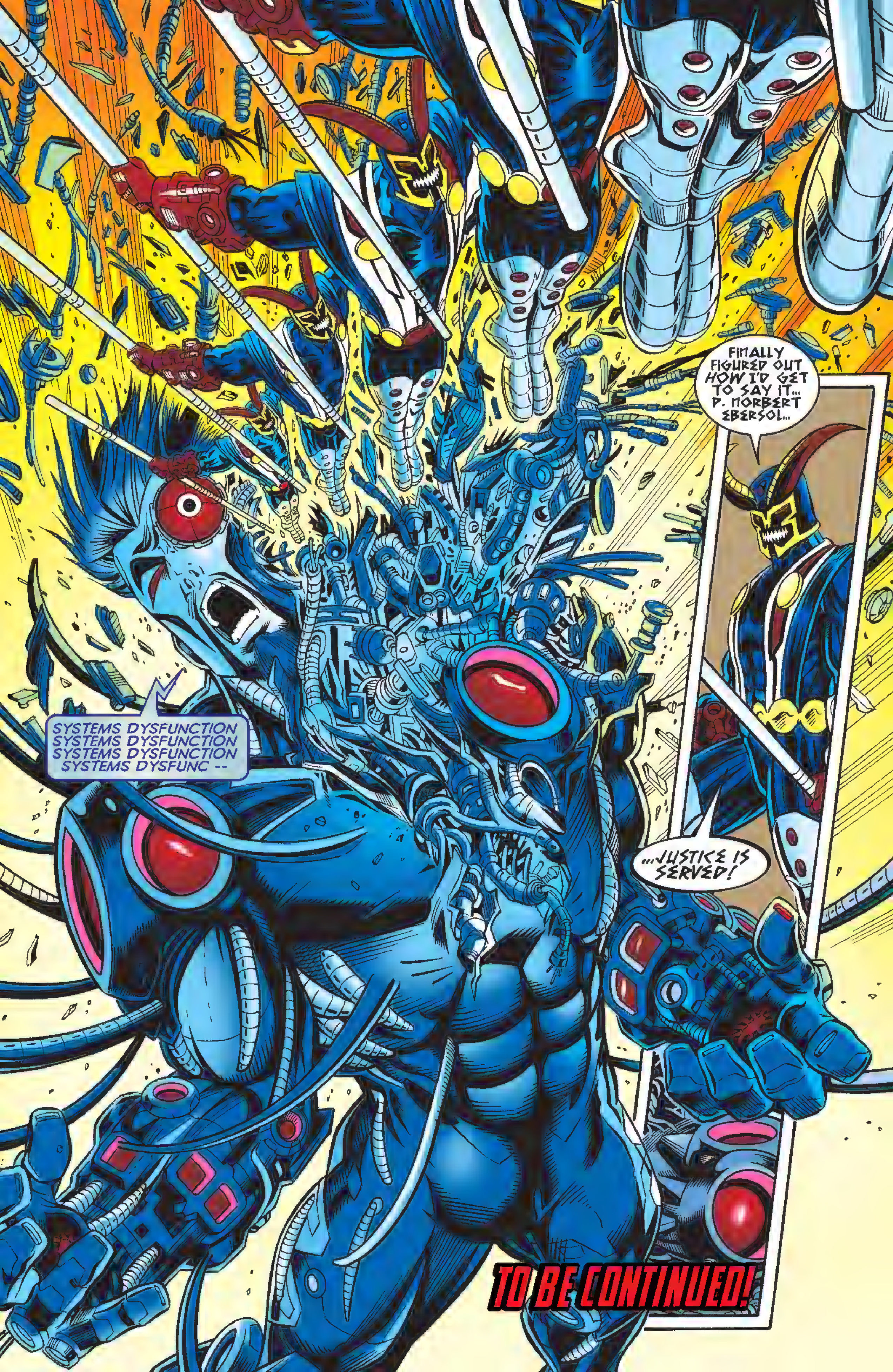

SHUT UP! YOU'VE BEEN MANIPULATING EVERYONE SINCE WE GOT TOGETHER --
-- AND NOW YOU'VE ENDED UP MANIPULATING YOURSELF!
HSSSTT
NO -- I'M NOT DOING THIS TO MYSELF -- IT IS AN OUTSIDE FORCE!
YOU SURE ABOUT THAT, KARLA?
PTOOM
KRYEEEENK
SHE'S GETTING AWAY!
WAIT -- YOU HEAR SOMETHING --?
THWAPHOOOOOOOOOOOOOOOOO
DECOMPRESSION!
HANG ON -- I'M STRETCHING MYSELF OUT --
-- LET ME CATCH YOU --
THANKS FOR THE SAVE, CHARLIE -- BUT THAT ONLY SOLVES HALF THE PROBLEM --
-- THE TWO OF YOU ARE GOING TO RUN OUT OF AIR IN ABOUT FIFTEEN SECONDS!


FOURTEEN SECONDS (SHE KNOWS)!
SAVE THEM -- THEY'RE YOUR FRIENDS (SHE KNOWS)!
BUT THEY KNOW HER SECRETS.
ABE AND MELISSA SAW HER KILL THE KING IN THE OTHERDIMENSIONAL WORLD OF KOSMOS.
LET THEM DIE!
BUT THEY NEVER SAID A WORD TO ANYONE.
BUT THEY MIGHT.
BUT... THEY WON'T!
BACK IN #14 – Tom
HOW DO YOU KNOW? ASKS A VOICE IN HER HEAD.
AND THE SAME VOICE REPLIES...
...BECAUSE WE ARE A TEAM!
SO...
...WHAT'S IT GONNA BE?
CLINT --?!
I'M NOT MUCH ON PSYCHOBABBLE, KARLA. LIFE'S PRETTY SIMPLE FOR ME.
BOIL IT DOWN TO DO OR DON'T AND DEAL WITH THE CONSEQUENCES OF EITHER CHOICE.
THIS WHOLE THING WITH YOU HAS BEEN NOTHIN' MORE THAN YOU DECIDIN' WHO YOU WANT TO BE.
SO...?

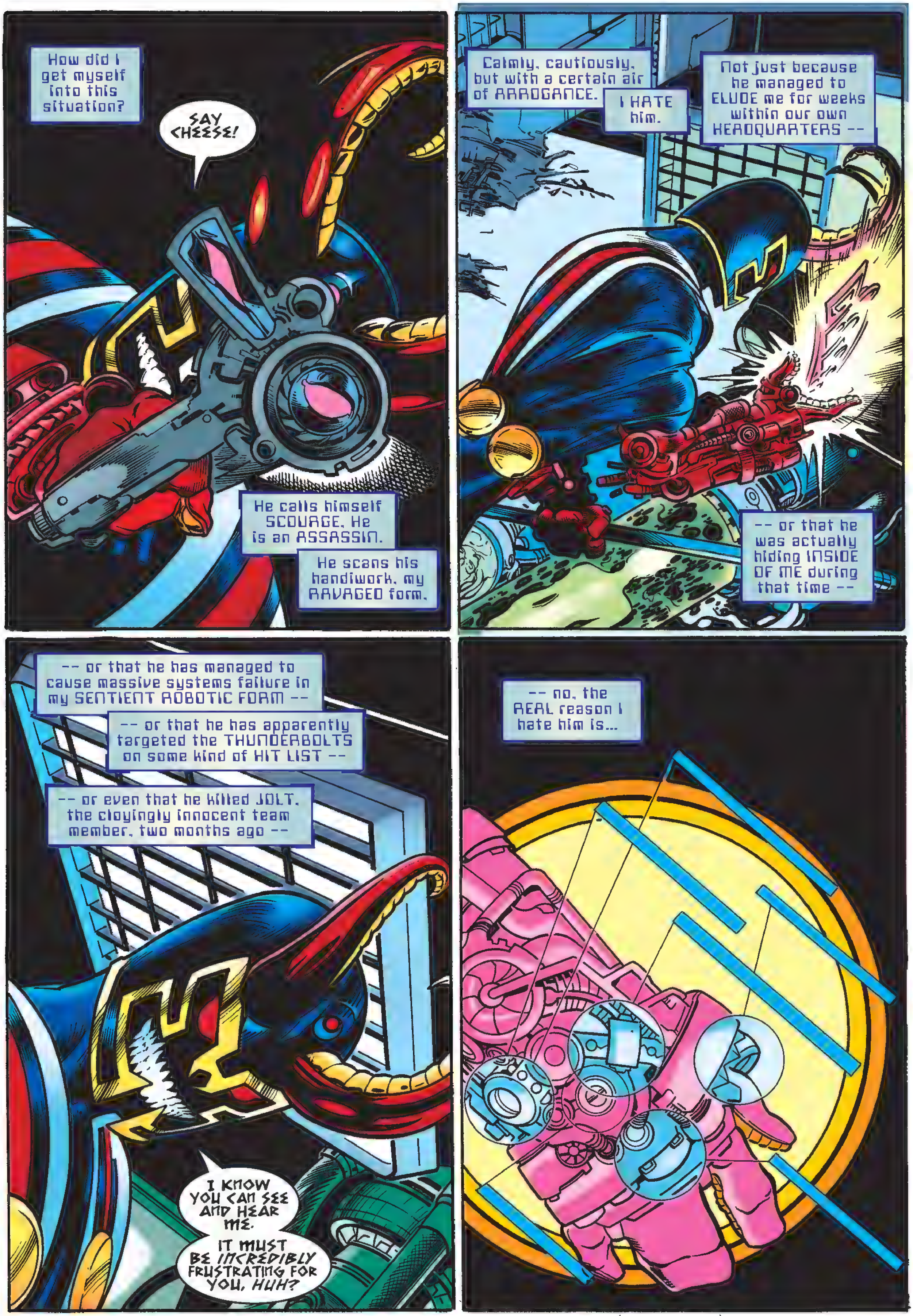

CLINT -- I -- I DON'T KNOW WHAT'S MINE AND WHAT ISN'T ANYMORE!
KARLA -- KIDDO -- SUPERBRAIN AND YOU HAVEN'T FIGURED IT OUT *YET* --
-- WHAT *EVERY* THUNDERBOLT HAS FIGURED OUT FOR *THEMSELVES* --
-- WHAT I SAW IN *ALL* OF YOU -- WHY I'M FIGHTING FOR YOU...
...YOU CAN BE *WHATEVER* KIND OF PERSON YOU *CHOOSE TO BE!*
GLAD TO SEE YOU MADE THE *RIGHT CHOICE,* KARLA.
ARE YOU, ABE?
YEP.
ARE *YOU,* KARLA?


...
I -- I DON'T KNOW.
Oh, *THAT'S* REASSURING!
IT'S ACTUALLY A STEP *FORWARD* FOR KARLA. SO... WHAT'S NEXT?
IN ORDER FOR ME TO COME TO... *TERMS...* WITH... WHAT IS HAPPENING TO ME...
...I STILL NEED MORE INFORMATION --
-- I NEED TO KNOW MORE ABOUT HOW THE MOONSTONE AND THE SPIRIT INSIDE IT...
I THINK I CAN HELP OUT WITH THAT...
NAME'S CAPTAIN MARVEL
OR *GENIS* IF YOU'RE A BUD.
IT PROBABLY WOULD BE BETTER FOR ALL OUR SAKES IF YOU SAID YOU WERE BUDS...
MEANWHILE, AT MT. CHARTERIS...
-- THE MOON TO OBTAIN MORE DATA ON THE EGO-SPORE.
THAT WAS GOOD THINKING ON CLINT'S PART.


HMM? YES, QUITE.
HOW GO THINGS ON YOUR END, GOLIATH?
IN REGARDS TO WHAT, OGRE? AS USUAL, WE'RE JUGGLING A FEW THINGS AT ONCE.
Ah. OF COURSE. THE AVENGERS ARE QUITE ACTIVE.
I CONTACTED YOU FOR AN UPDATE ON WONDER MAN'S CONDITION.
HE'S RECOVERING NICELY, SHOWING NO LONG-TERM RESIDUAL EFFECTS FROM THE ABSORPTION OF THE ION RADIATION.
THEN WHY IS ERIK STILL INCAPACITATED, DR. PYM?
I CAN ONLY ASSUME IT'S BECAUSE SIMON WILLIAMS HAS HAD GREATER EXPERIENCE --
-- MANIPULATING THE IONIC ENERGY WHICH INFUSES HIS BODY.
I'LL HELP YOU RUN SOME TESTS AFTER WE'RE DONE WITH THIS EGO PROBLEM.
YES. THAT WOULD BE APPRECIATED. THANK YOU.
CLIK
YES... YOU HELP ME "RUN SOME TESTS," PYM --
-- I'M CERTAIN, GIVEN FIVE MINUTES TIME, I'D STABILIZE ERIK WITHOUT A PROBLEM --
-- BUT TO MAINTAIN THIS CHARADE, I CAN'T BE TOO PERFECT --
-- SO I'M FORCED TO ACT AS IF I NEED HELP FROM THE ALMIGHTY AVEN
BURP!
...
THAT'S ODD...


SYSTEMS DYSFUNCTION SYSTEMS DYSFUNCTION SYSTEMS DYSFUNCTION SYSTEMS DYSFUNC --
FINALLY FIGURED OUT HOW I'D GET TO SAY IT... P. NORBERT EBERSOL...
...JUSTICE IS SERVED!
TO BE CONTINUED!

MARVEL COMICS
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL'S MOST WANTED:
THUNDERBOLTS
#46
WWW.
NICIEZA
BAGLEY
ADAMS
BAGLEY/ADAMS
TANYA
SHE'S ALIVE!


How did I get myself into this situation?
SAY CHEESE!
He calls himself SCOURGE. He is an ASSASSIN.
He scans his handiwork, my RAVAGED form.
Calmly, cautiously, but with a certain air of ARROGANCE.
I HATE him.
Not just because he managed to ELUDE me for weeks within our own HEADQUARTERS --
-- or that he was actually hiding INSIDE OF ME during that time --
-- or that he has managed to cause massive systems failure in my SENTIENT ROBOTIC FORM --
-- or that he has apparently targeted the THUNDERBOLTS on some kind of HIT LIST --
-- or even that he killed JOLT, the cloyingly innocent team member, two months ago --
I KNOW YOU CAN SEE AND HEAR ME.
IT MUST BE INCREDIBLY FRUSTRATING FOR YOU, HUH?
-- no, the REAL reason I hate him is...

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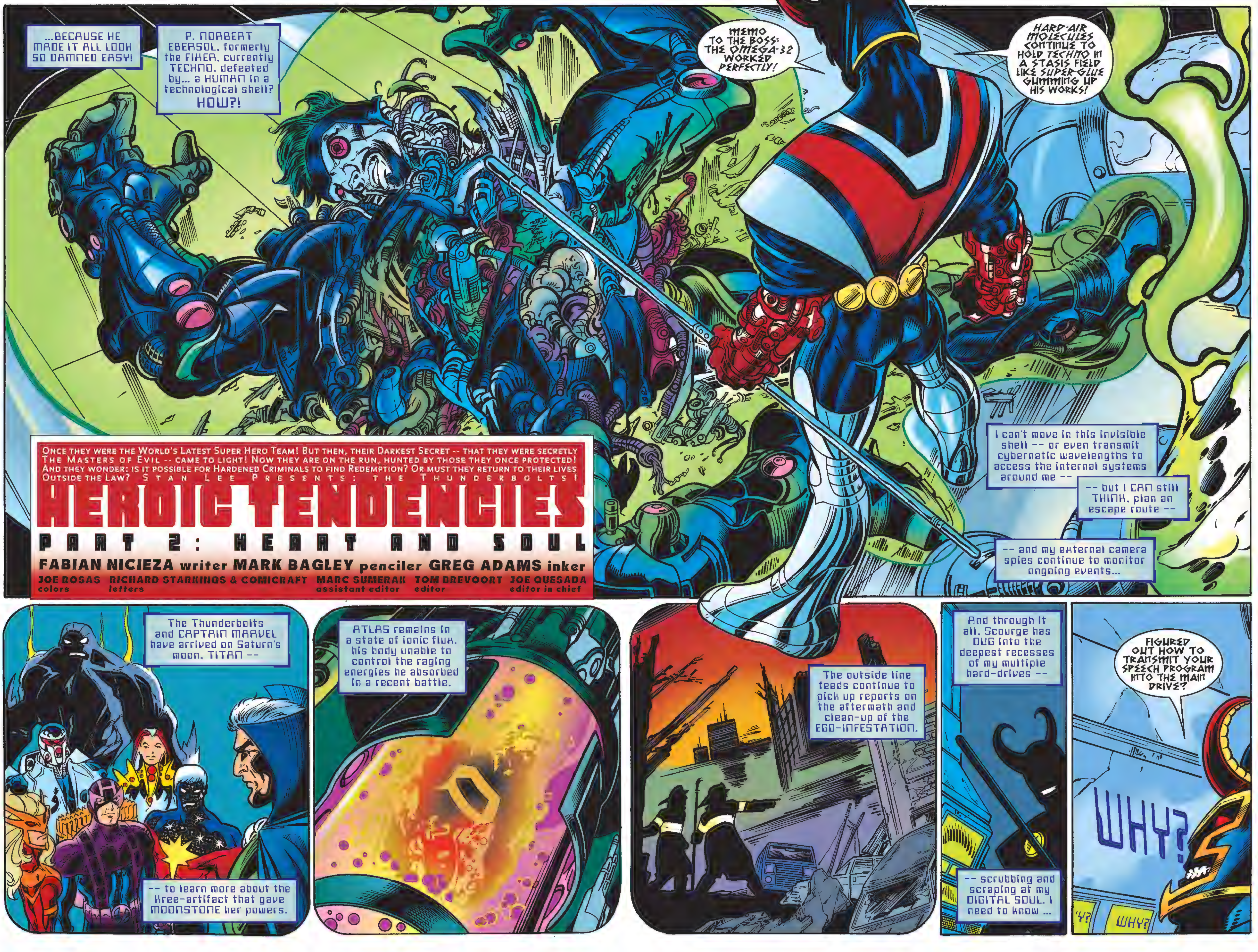


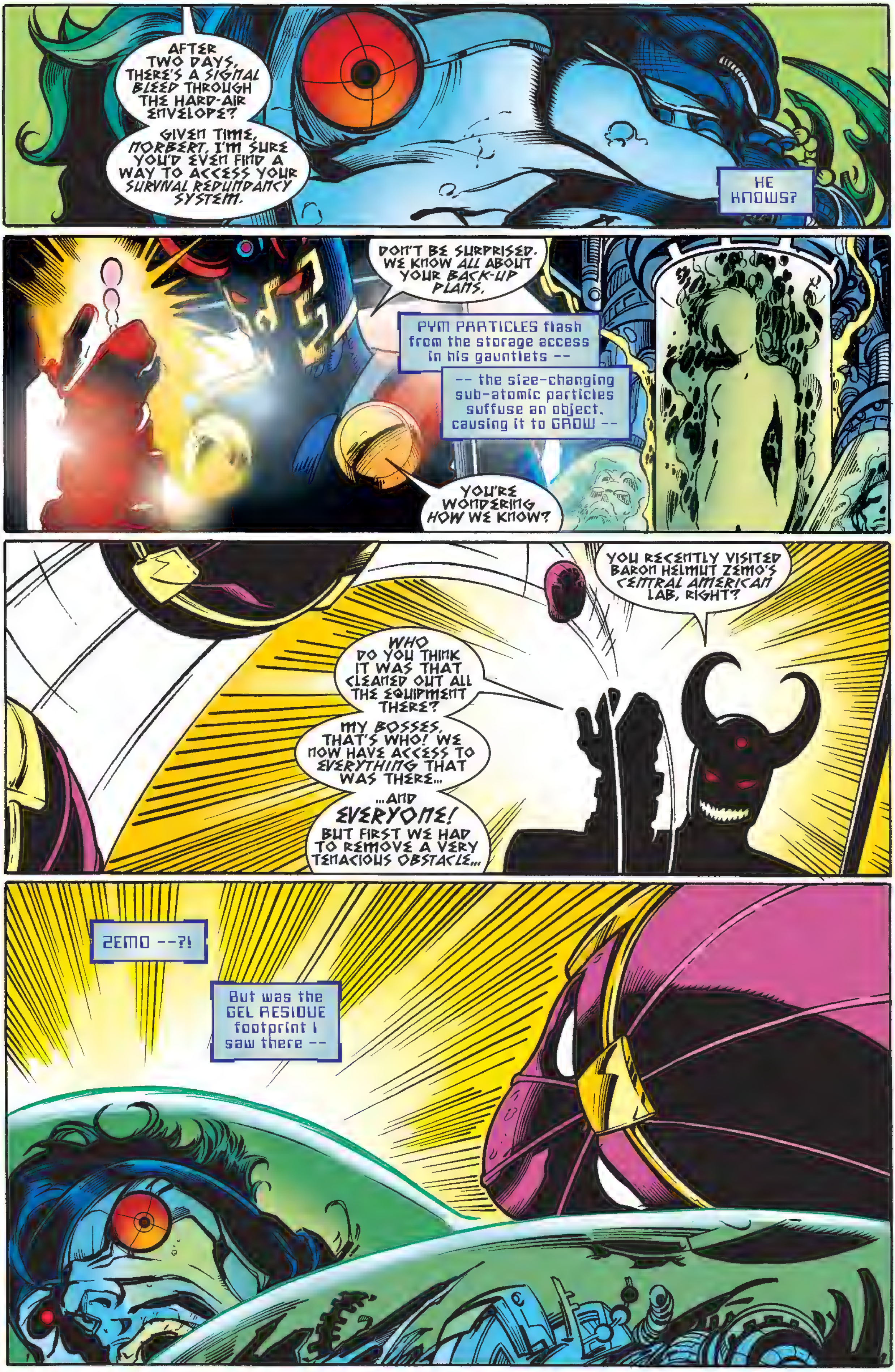
ONCE THEY WERE THE WORLD'S LATEST SUPER HERO TEAM! BUT THEN, THEIR DARKEST SECRET -- THAT THEY WERE SECRETLY THE MASTERS OF EVIL -- CAME TO LIGHT! NOW THEY ARE ON THE RUN, HUNTED BY THOSE THEY ONCE PROTECTED! AND THEY WONDER: IS IT POSSIBLE FOR HARDENED CRIMINALS TO FIND REDEMPTION? OR MUST THEY RETURN TO THEIR LIVES OUTSIDE THE LAW? STAN LEE PRESENTS: THE THUNDERBOLTS!

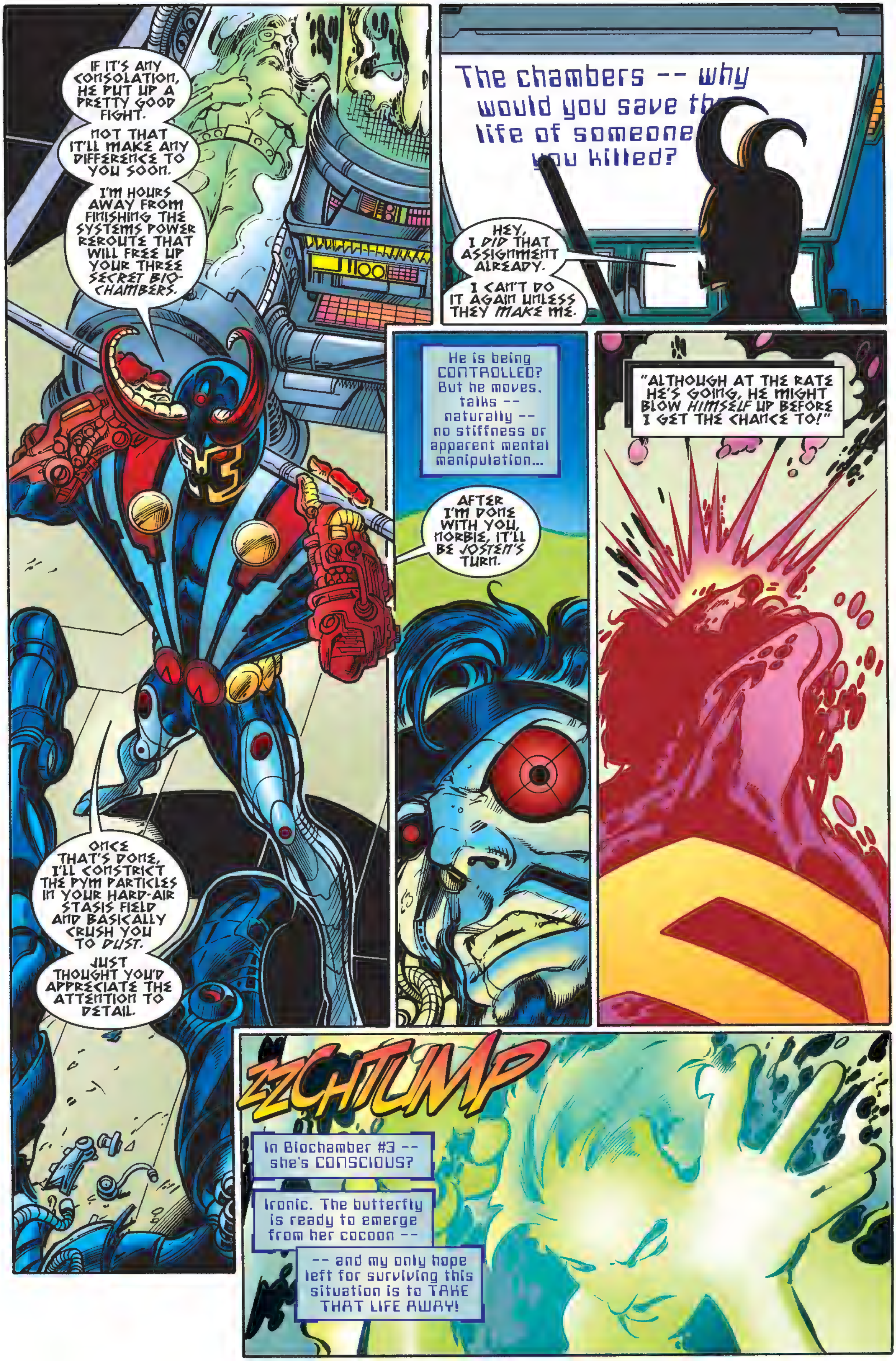
HEROIC TENDENCIES

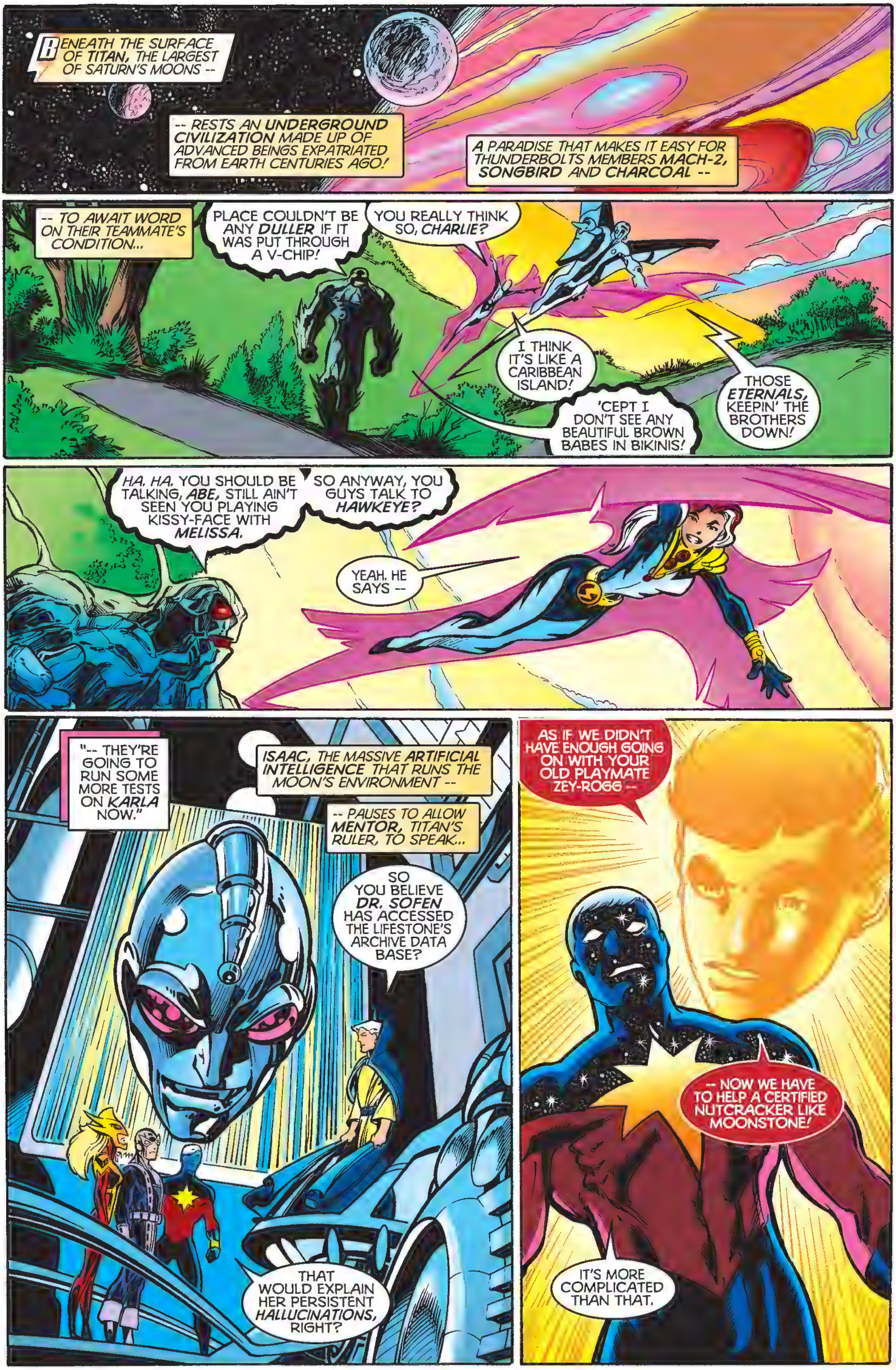
PART 2: HEART AND SOUL

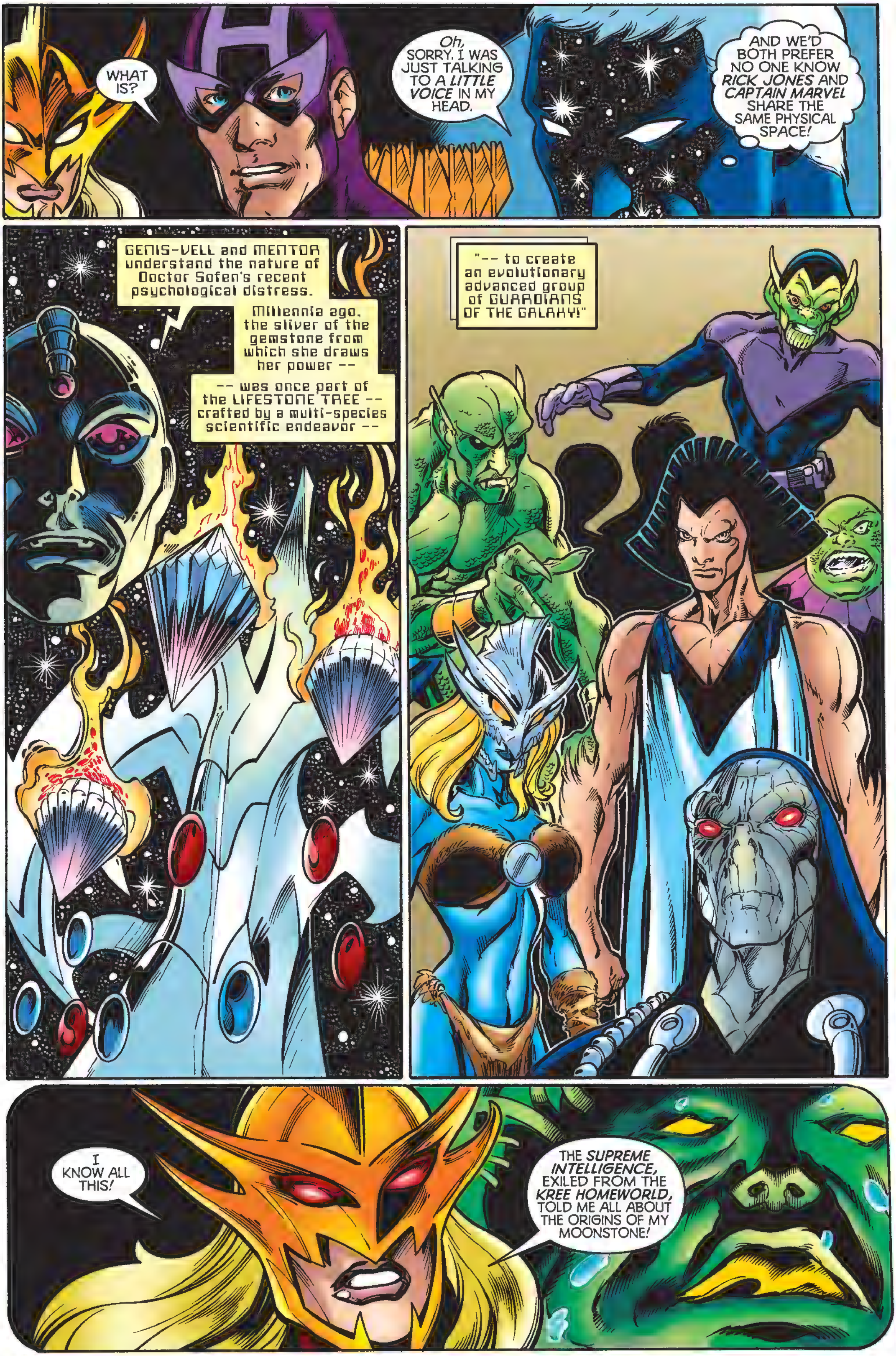
FABIAN NICIEZA writer **MARK BAGLEY** penciler **GREG ADAMS** inker
JOE ROSAS colors **RICHARD STARKINGS & COMICRAFT** letters **MARC SUMERAK** assistant editor **TOM BREVOORT** editor **JOE QUESADA** editor in chief

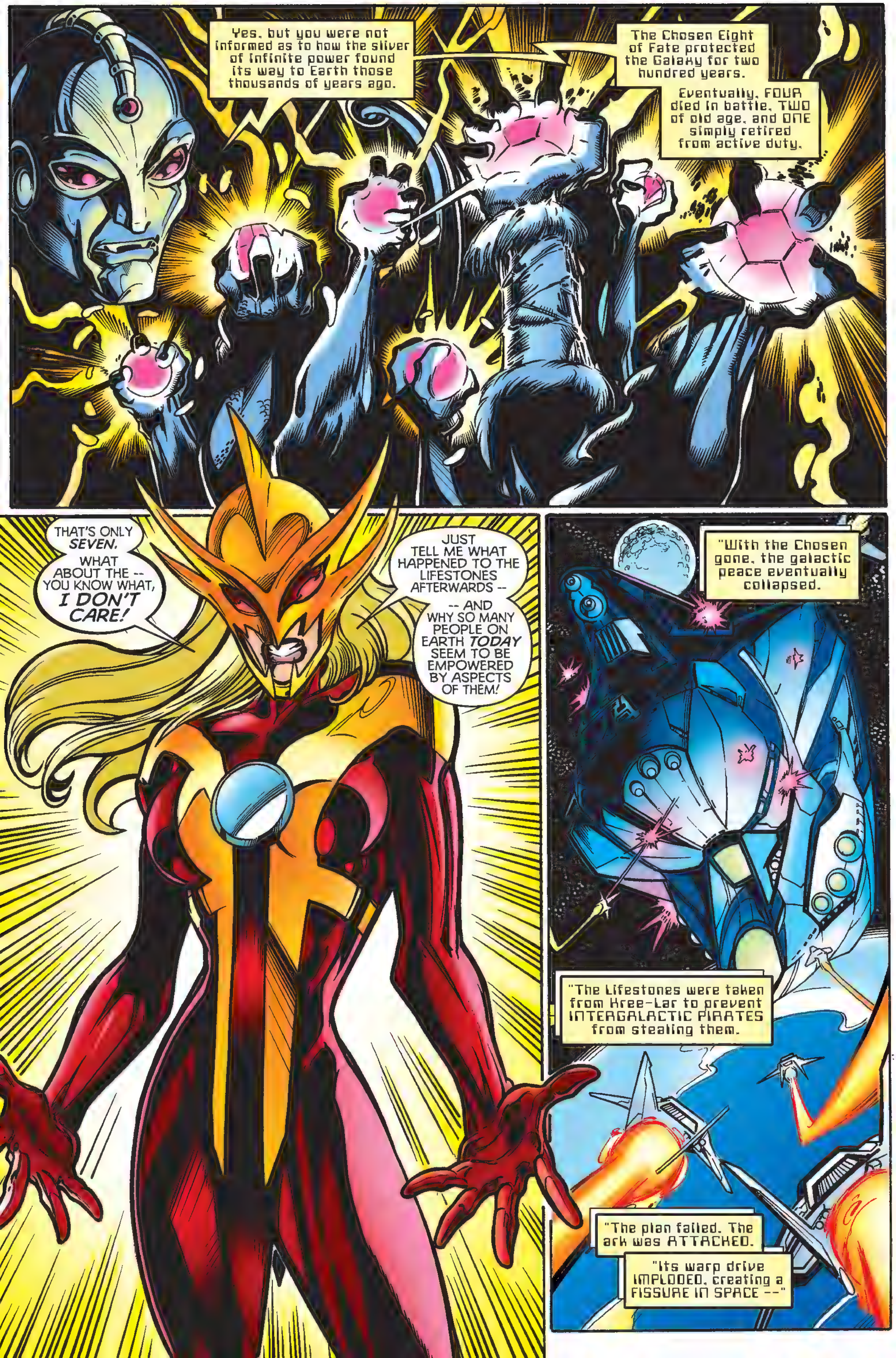
...BECAUSE HE MADE IT ALL LOOK SO DAMNED EASY!
P. NORBERT EBERSOL, formerly the FIXER, currently TECHNO, defeated by... a HUMAN in a technological shell? HOW?!
MEMO TO THE BOSS: THE OMEGA-32 WORKED PERFECTLY!
HARD-AIR MOLECULES CONTINUE TO HOLD TECHNO IN A STASIS FIELD LIKE SUPER-GLUE GUMMING UP HIS WORKS!
I can't move in this invisible shell -- or even transmit cybernetic wavelengths to access the internal systems around me --
-- but I CAN still THINK, plan an escape route --
-- and my external camera spies continue to monitor ongoing events...
The Thunderbolts and CAPTAIN MARVEL have arrived on Saturn's moon, TITAN --
-- to learn more about the Kree-artifact that gave MOONSTONE her powers.
ATLAS remains in a state of ionic flux, his body unable to control the raging energies he absorbed in a recent battle.
The outside line feeds continue to pick up reports on the aftermath and clean-up of the EGO-INFESTATION.
And through it all, Scourge has DUG into the deepest recesses of my multiple hard-drives --
-- scrubbing and scraping at my DIGITAL SOUL. I need to know ...
FIGURED OUT HOW TO TRANSMIT YOUR SPEECH PROGRAM INTO THE MAIN DRIVE?
WHY?
WHY?
'Y?

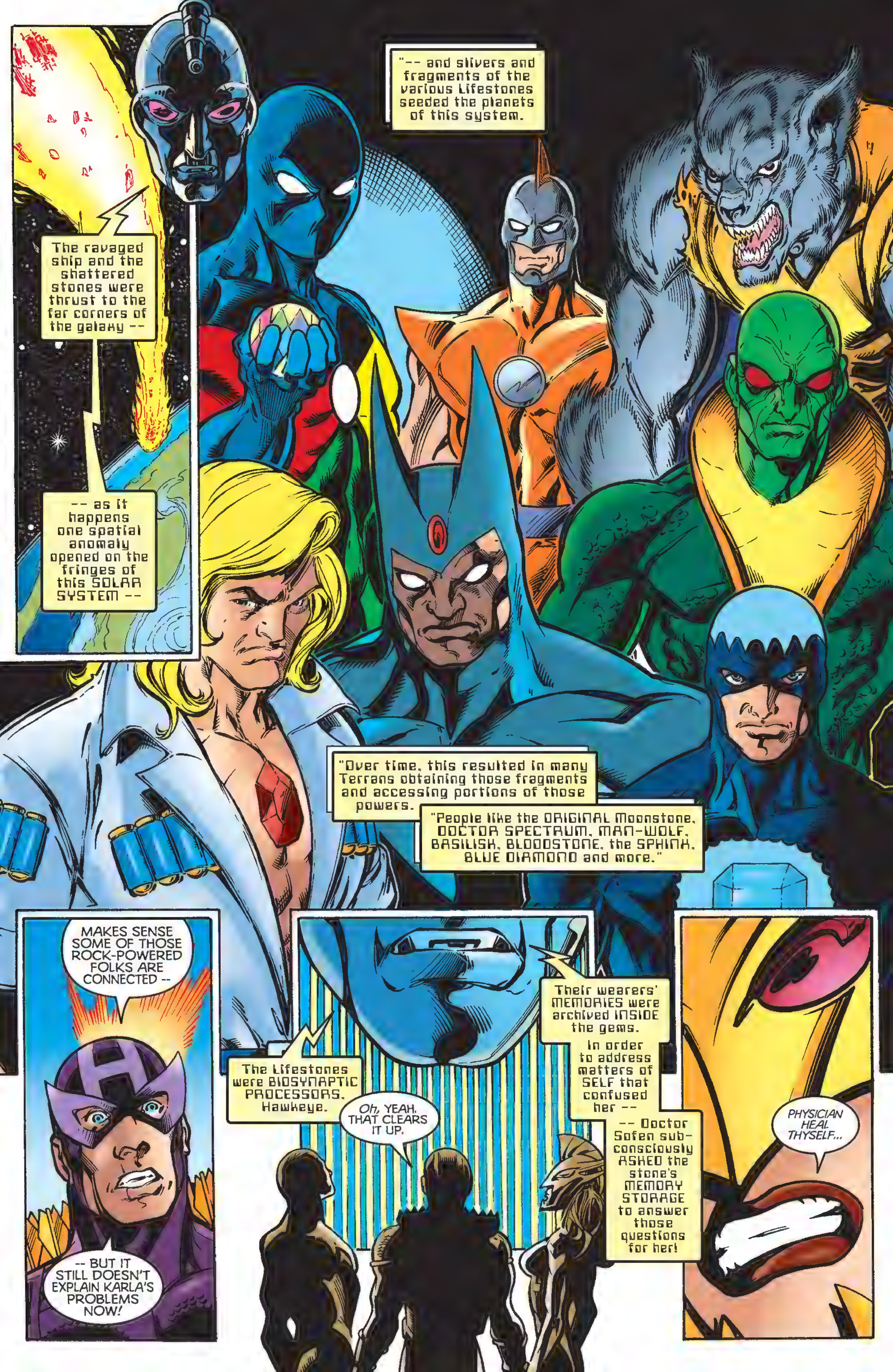

AFTER TWO DAYS, THERE'S A SIGNAL BLEED THROUGH THE HARD-AIR ENVELOPE?
GIVEN TIME, NORBERT, I'M SURE YOU'D EVEN FIND A WAY TO ACCESS YOUR SURVIVAL REDUNDANCY SYSTEM.
HE KNOWS?
DON'T BE SURPRISED. WE KNOW ALL ABOUT YOUR BACK-UP PLANS.
PYM PARTICLES flash from the storage access in his gauntlets --
-- the size-changing sub-atomic particles suffuse an object, causing it to GROW --
YOU'RE WONDERING HOW WE KNOW?
YOU RECENTLY VISITED BARON HELMUT ZEMO'S CENTRAL AMERICAN LAB, RIGHT?
WHO DO YOU THINK IT WAS THAT CLEANED OUT ALL THE EQUIPMENT THERE?
MY BOSSES, THAT'S WHO! WE NOW HAVE ACCESS TO EVERYTHING THAT WAS THERE...
...AND EVERYONE! BUT FIRST WE HAD TO REMOVE A VERY TENACIOUS OBSTACLE...
ZEMO --?!
But was the GEL RESIDUE footprint I saw there --

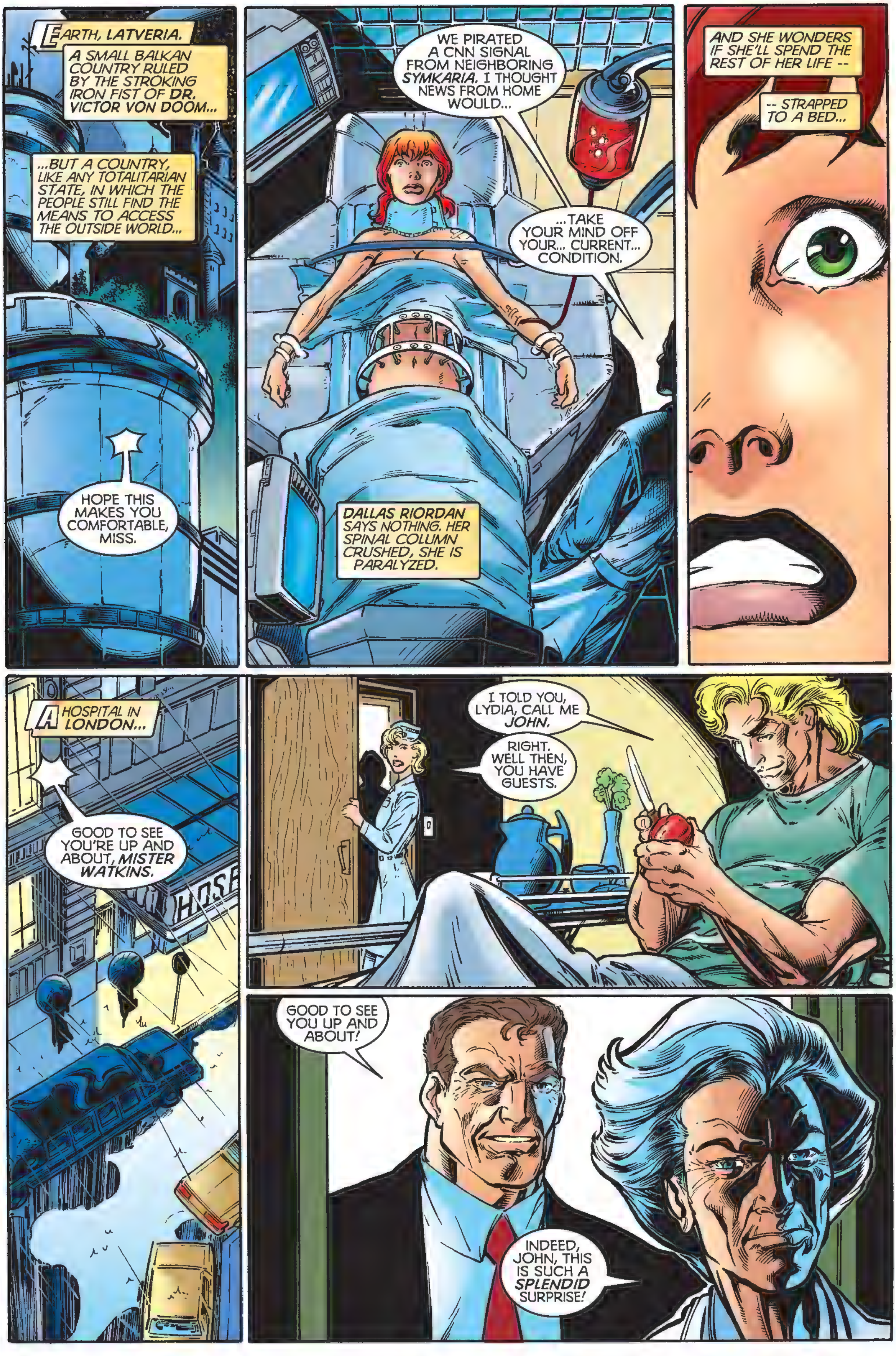

IF IT'S ANY CONSOLATION, HE PUT UP A PRETTY GOOD FIGHT.
NOT THAT IT'LL MAKE ANY DIFFERENCE TO YOU SOON.
I'M HOURS AWAY FROM FINISHING THE SYSTEMS POWER REROUTE THAT WILL FREE UP YOUR THREE *SECRET BIO-CHAMBERS.*
ONCE THAT'S DONE, I'LL CONSTRICT THE PYM PARTICLES IN YOUR HARD-AIR STASIS FIELD AND BASICALLY CRUSH YOU TO *DUST.*
JUST THOUGHT YOU'D APPRECIATE THE ATTENTION TO DETAIL.
The chambers -- why would you save the life of someone you killed?
HEY, I *DID* THAT ASSIGNMENT ALREADY.
I CAN'T DO IT AGAIN UNLESS THEY *MAKE* ME.
He is being CONTROLLED? But he moves, talks -- naturally -- no stiffness or apparent mental manipulation...
AFTER I'M DONE WITH YOU, MORBIE, IT'LL BE *JOSTEN'S* TURN.
"ALTHOUGH AT THE RATE HE'S GOING, HE MIGHT BLOW *HIMSELF* UP BEFORE I GET THE CHANCE TO!"
ZZCHTUMP
In Biochamber #3 -- she's CONSCIOUS?
Ironic. The butterfly is ready to emerge from her cocoon --
-- and my only hope left for surviving this situation is to TAKE THAT LIFE AWAY!

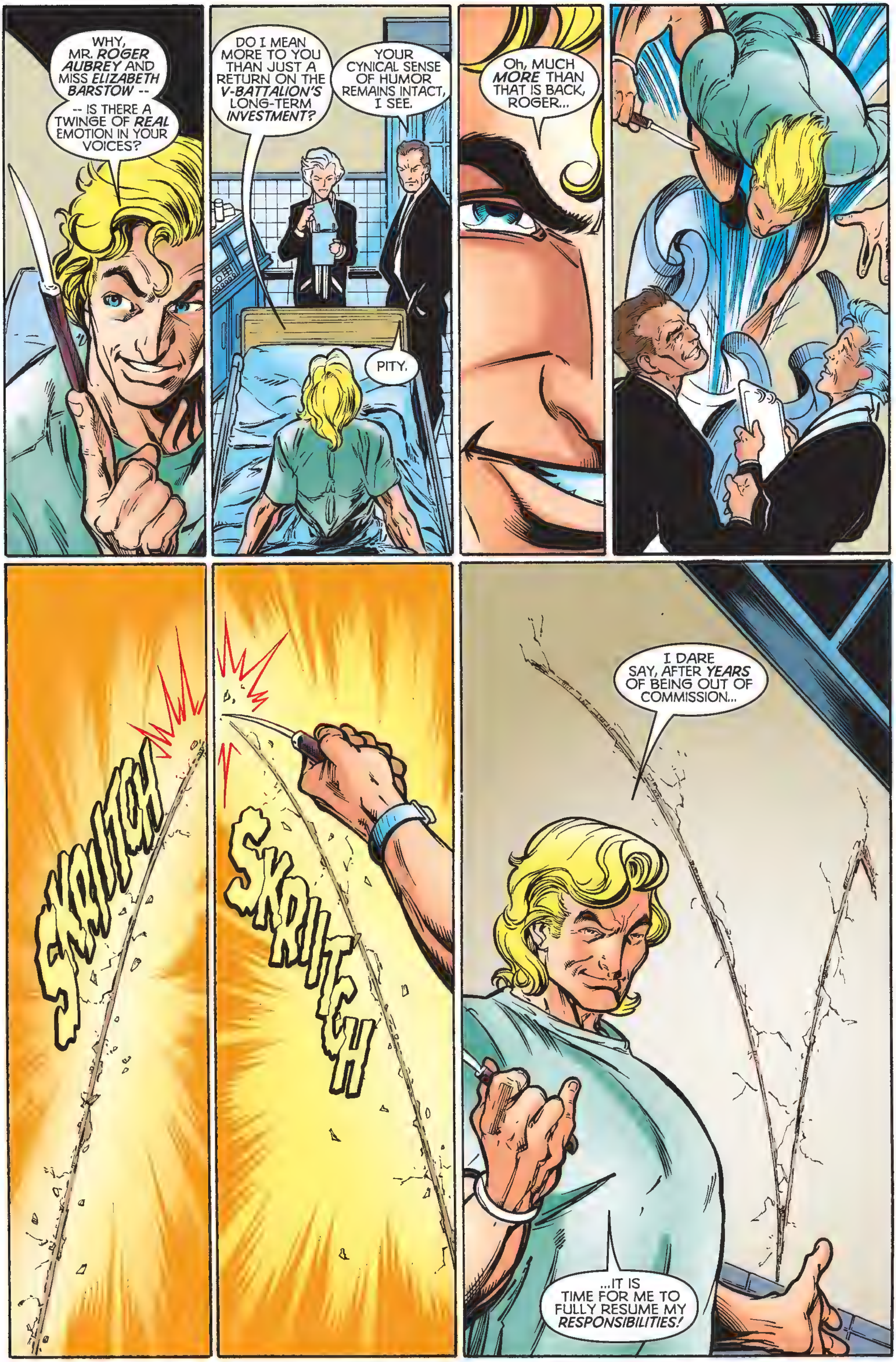

BENEATH THE SURFACE OF TITAN, THE LARGEST OF SATURN'S MOONS --
-- RESTS AN UNDERGROUND CIVILIZATION MADE UP OF ADVANCED BEINGS EXPATRIATED FROM EARTH CENTURIES AGO!
A PARADISE THAT MAKES IT EASY FOR THUNDERBOLTS MEMBERS MACH-2, SONGBIRD AND CHARCOAL --
-- TO AWAIT WORD ON THEIR TEAMMATE'S CONDITION...
PLACE COULDN'T BE ANY DULLER IF IT WAS PUT THROUGH A V-CHIP!
YOU REALLY THINK SO, CHARLIE?
I THINK IT'S LIKE A CARIBBEAN ISLAND!
'CEPT I DON'T SEE ANY BEAUTIFUL BROWN BABES IN BIKINIS!
THOSE ETERNALS, KEEPIN' THE BROTHERS DOWN!
HA. HA. YOU SHOULD BE TALKING, ABE, STILL AIN'T SEEN YOU PLAYING KISSY-FACE WITH MELISSA.
SO ANYWAY, YOU GUYS TALK TO HAWKEYE?
YEAH. HE SAYS --
"-- THEY'RE GOING TO RUN SOME MORE TESTS ON KARLA NOW."
ISAAC, THE MASSIVE ARTIFICIAL INTELLIGENCE THAT RUNS THE MOON'S ENVIRONMENT --
-- PAUSES TO ALLOW MENTOR, TITAN'S RULER, TO SPEAK...
SO YOU BELIEVE DR. SOFEN HAS ACCESSED THE LIFESTONE'S ARCHIVE DATA BASE?
THAT WOULD EXPLAIN HER PERSISTENT HALLUCINATIONS, RIGHT?
AS IF WE DIDN'T HAVE ENOUGH GOING ON WITH YOUR OLD PLAYMATE ZEY-ROGG --
-- NOW WE HAVE TO HELP A CERTIFIED NUTCRACKER LIKE MOONSTONE!
IT'S MORE COMPLICATED THAN THAT.

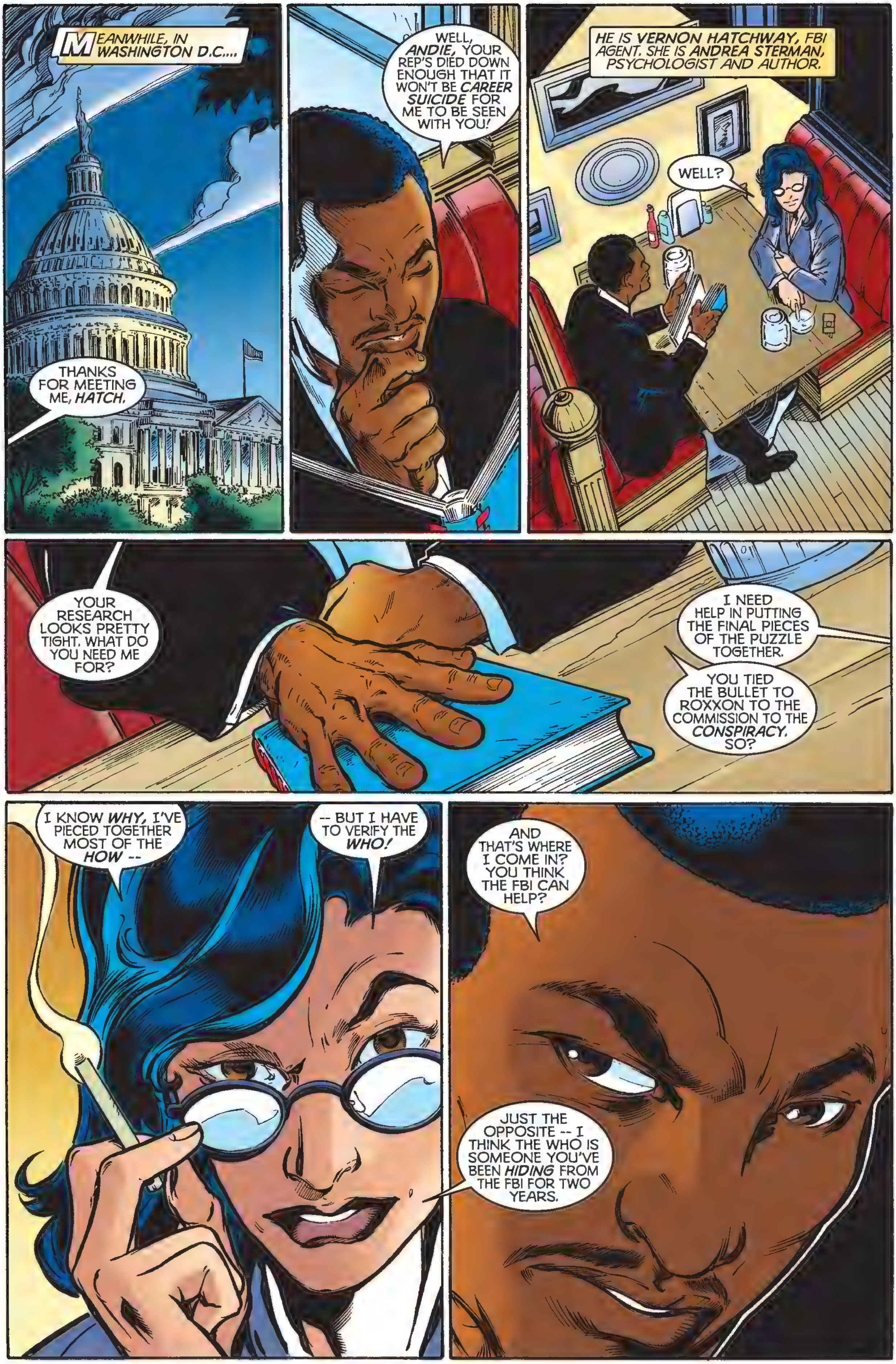

WHAT IS?
Oh, SORRY. I WAS JUST TALKING TO A *LITTLE VOICE* IN MY HEAD.
AND WE'D BOTH PREFER NO ONE KNOW *RICK JONES* AND *CAPTAIN MARVEL* SHARE THE SAME PHYSICAL SPACE!
GENIS-VELL and MENTOR understand the nature of Doctor Sofen's recent psychological distress.
Millennia ago, the sliver of the gemstone from which she draws her power --
-- was once part of the LIFESTONE TREE -- crafted by a multi-species scientific endeavor --
"-- to create an evolutionary advanced group of GUARDIANS OF THE GALAXY!"
I KNOW ALL THIS!
THE *SUPREME INTELLIGENCE*, EXILED FROM THE *KREE HOMEWORLD*, TOLD ME ALL ABOUT THE ORIGINS OF MY MOONSTONE!

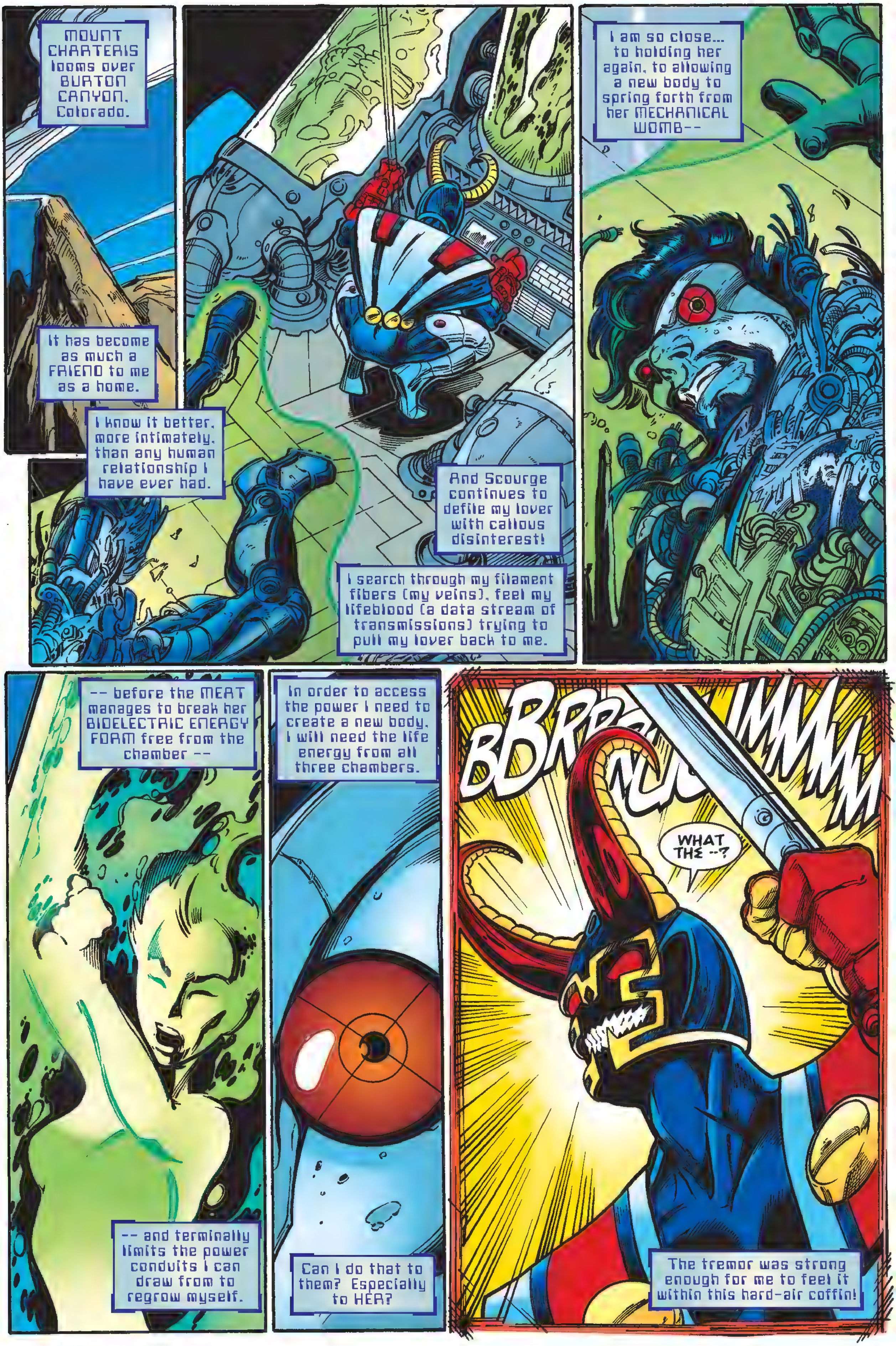

Yes, but you were not informed as to how the sliver of Infinite power found its way to Earth those thousands of years ago.
The Chosen Eight of Fate protected the Galaxy for two hundred years.
Eventually, FOUR died in battle, TWO of old age, and ONE simply retired from active duty.
THAT'S ONLY *SEVEN.* WHAT ABOUT THE -- YOU KNOW WHAT, *I DON'T CARE!*
JUST TELL ME WHAT HAPPENED TO THE LIFESTONES AFTERWARDS --
-- AND WHY SO MANY PEOPLE ON EARTH *TODAY* SEEM TO BE EMPOWERED BY ASPECTS OF THEM!
"With the Chosen gone, the galactic peace eventually collapsed.
"The Lifestones were taken from Kree-Lar to prevent INTERGALACTIC PIRATES from stealing them.
"The plan failed. The ark was ATTACKED.
"Its warp drive IMPLODED, creating a FISSURE IN SPACE --"

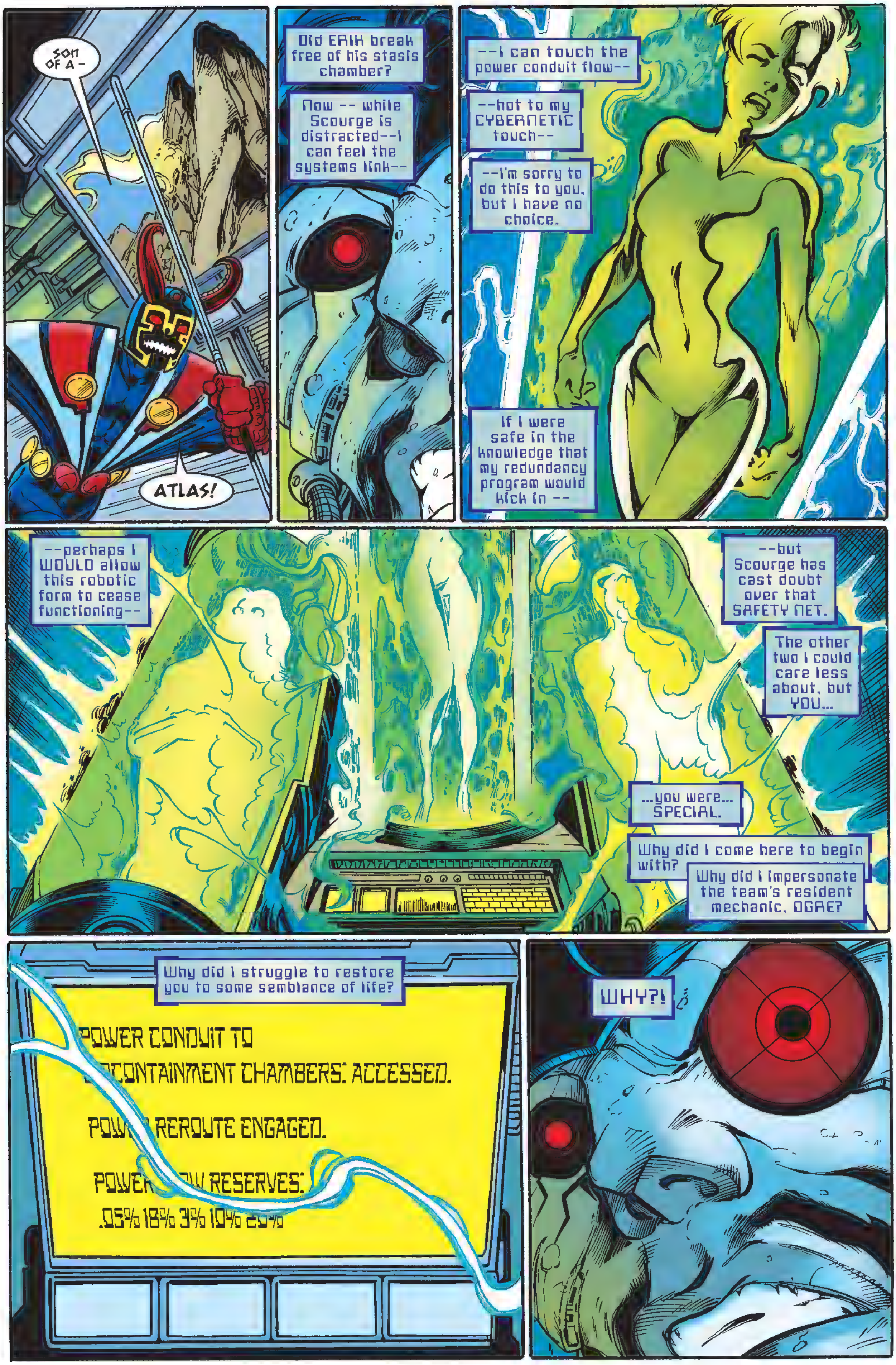

"-- and slivers and fragments of the various Lifestones seeded the planets of this system.
The ravaged ship and the shattered stones were thrust to the far corners of the galaxy --
-- as it happens one spatial anomaly opened on the fringes of this SOLAR SYSTEM --
"Over time, this resulted in many Terrans obtaining those fragments and accessing portions of those powers.
"People like the ORIGINAL Moonstone, DOCTOR SPECTRUM, MAN-WOLF, BASILISK, BLOODSTONE, the SPHINX, BLUE DIAMOND and more."
MAKES SENSE SOME OF THOSE ROCK-POWERED FOLKS ARE CONNECTED --
-- BUT IT STILL DOESN'T EXPLAIN KARLA'S PROBLEMS NOW!
The Lifestones were BIOSYNAPTIC PROCESSORS, Hawkeye.
Oh, YEAH. THAT CLEARS IT UP.
Their wearers' MEMORIES were archived INSIDE the gems.
In order to address matters of SELF that confused her --
-- Doctor Sofen subconsciously ASKED the stone's MEMORY STORAGE to answer those questions for her!
PHYSICIAN HEAL THYSELF...

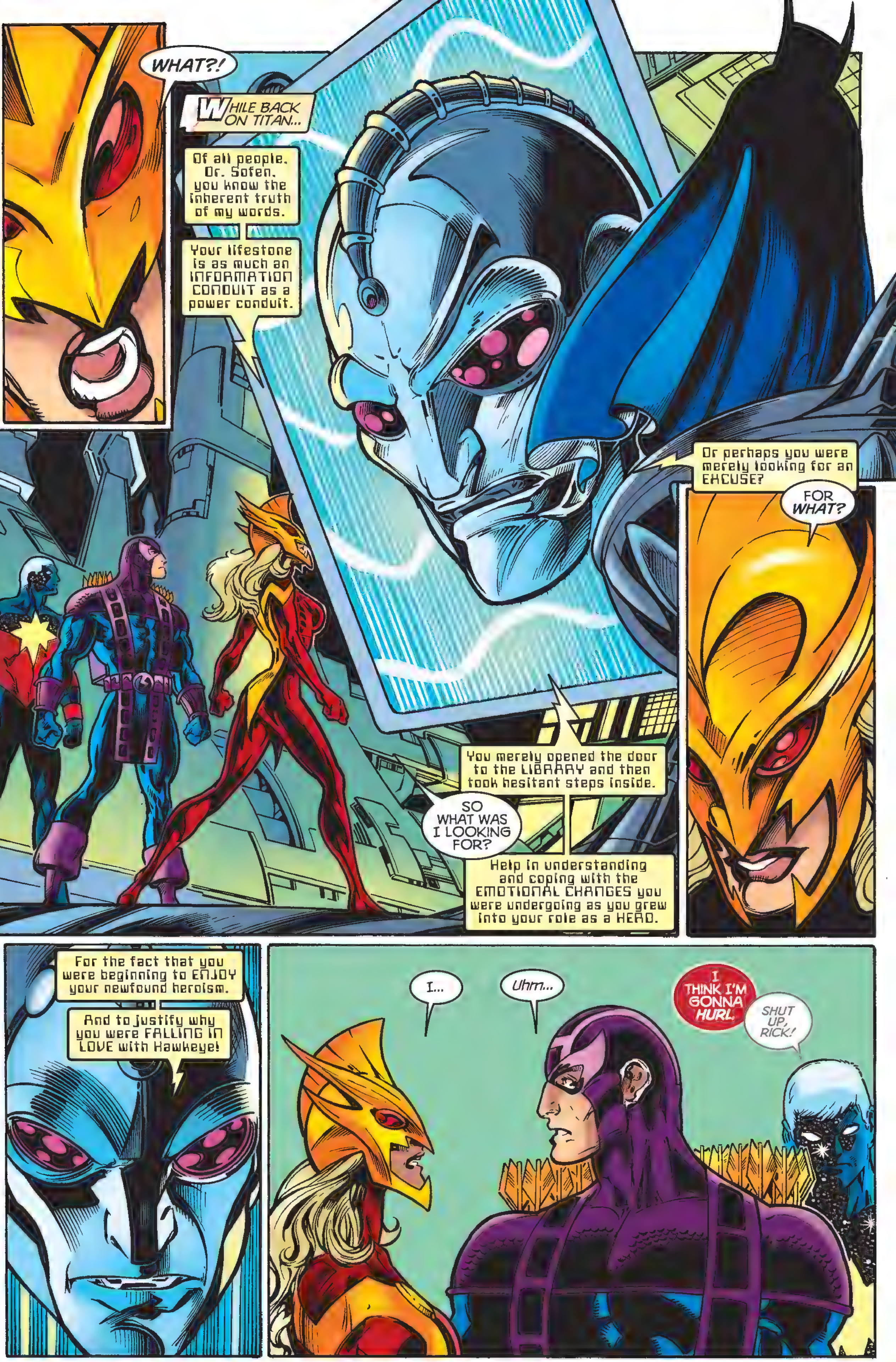

EARTH, LATVERIA.
A SMALL BALKAN COUNTRY RULED BY THE STROKING IRON FIST OF DR. VICTOR VON DOOM...
...BUT A COUNTRY, LIKE ANY TOTALITARIAN STATE, IN WHICH THE PEOPLE STILL FIND THE MEANS TO ACCESS THE OUTSIDE WORLD...
HOPE THIS MAKES YOU COMFORTABLE, MISS.
WE PIRATED A CNN SIGNAL FROM NEIGHBORING SYMKARIA. I THOUGHT NEWS FROM HOME WOULD...
...TAKE YOUR MIND OFF YOUR... CURRENT... CONDITION.
DALLAS RIORDAN SAYS NOTHING. HER SPINAL COLUMN CRUSHED, SHE IS PARALYZED.
AND SHE WONDERS IF SHE'LL SPEND THE REST OF HER LIFE --
-- STRAPPED TO A BED...
A HOSPITAL IN LONDON...
GOOD TO SEE YOU'RE UP AND ABOUT, MISTER WATKINS.
HOSP
I TOLD YOU, LYDIA, CALL ME JOHN.
RIGHT. WELL THEN, YOU HAVE GUESTS.
GOOD TO SEE YOU UP AND ABOUT!
INDEED, JOHN, THIS IS SUCH A SPLENDID SURPRISE!

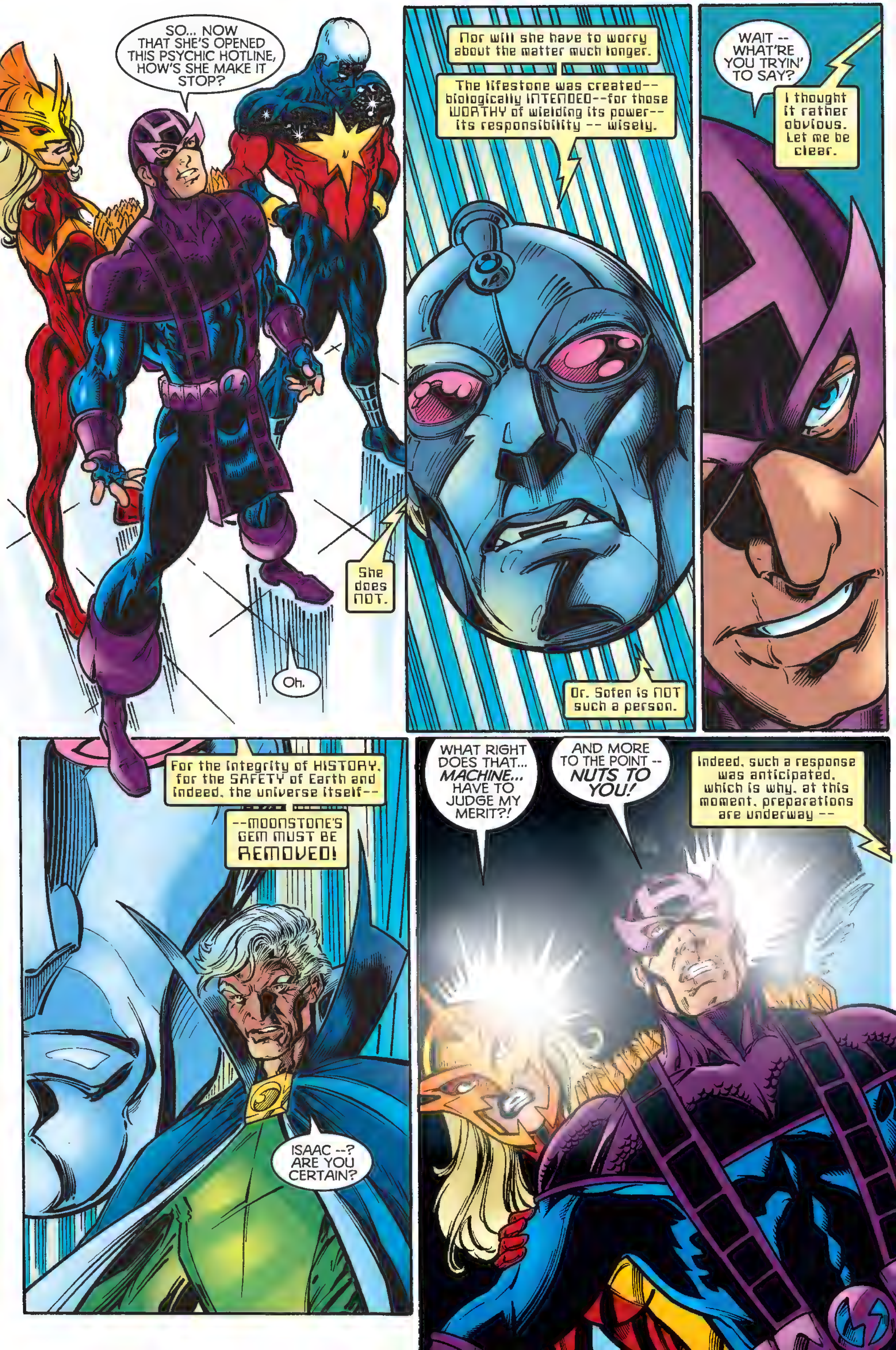

WHY, MR. ROGER AUBREY AND MISS ELIZABETH BARSTOW --
-- IS THERE A TWINGE OF REAL EMOTION IN YOUR VOICES?
DO I MEAN MORE TO YOU THAN JUST A RETURN ON THE V-BATTALION'S LONG-TERM INVESTMENT?
YOUR CYNICAL SENSE OF HUMOR REMAINS INTACT, I SEE.
PITY.
Oh, MUCH MORE THAN THAT IS BACK, ROGER...
SKRITCH
SKRITCH
I DARE SAY, AFTER YEARS OF BEING OUT OF COMMISSION...
...IT IS TIME FOR ME TO FULLY RESUME MY RESPONSIBILITIES!

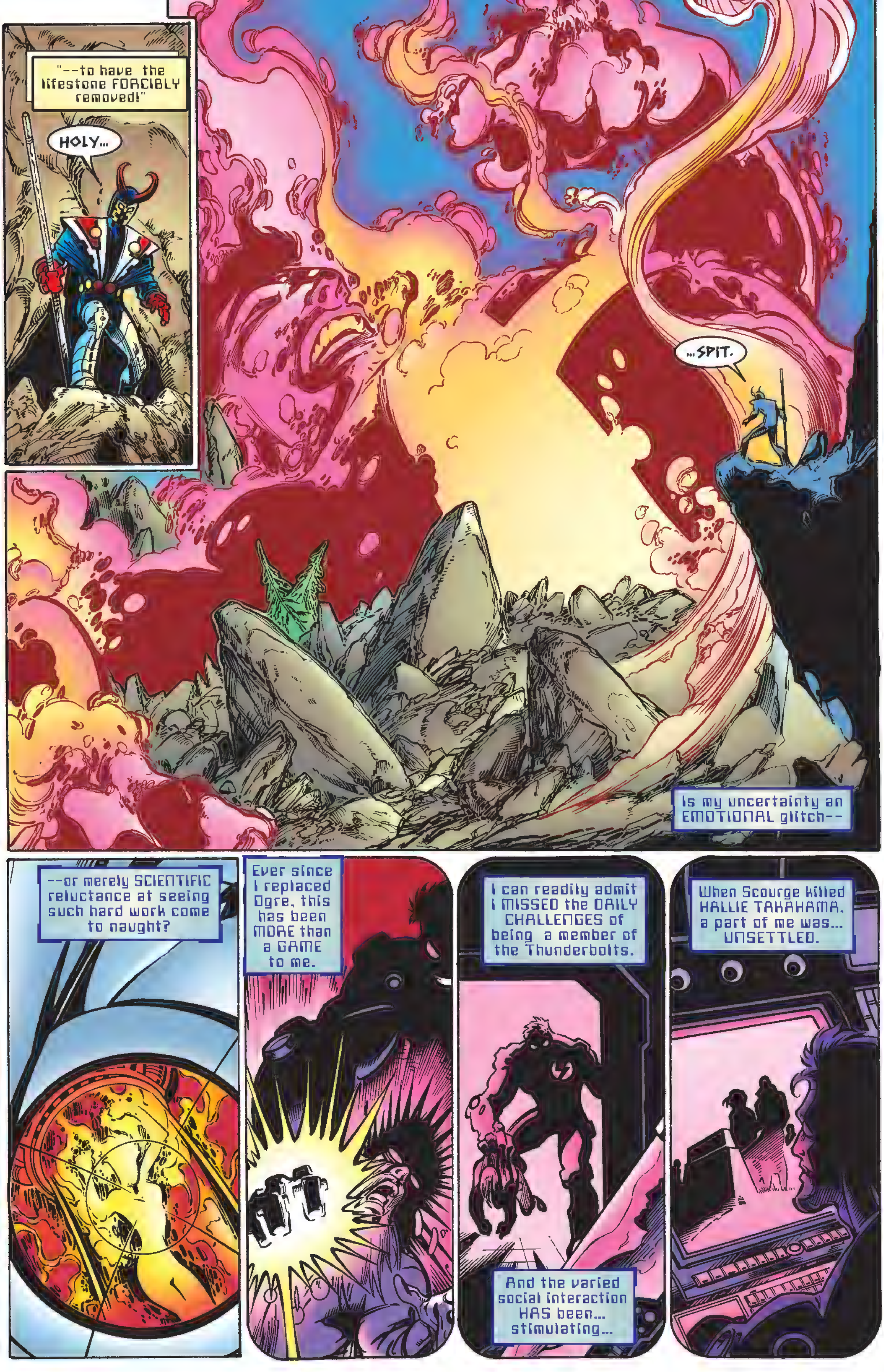

MEANWHILE, IN WASHINGTON D.C....
THANKS FOR MEETING ME, *HATCH.*
WELL, *ANDIE,* YOUR REP'S DIED DOWN ENOUGH THAT IT WON'T BE *CAREER SUICIDE* FOR ME TO BE SEEN WITH YOU!
HE IS **VERNON HATCHWAY,** FBI AGENT. SHE IS **ANDREA STERMAN,** PSYCHOLOGIST AND AUTHOR.
WELL?
YOUR RESEARCH LOOKS PRETTY TIGHT. WHAT DO YOU NEED ME FOR?
I NEED HELP IN PUTTING THE FINAL PIECES OF THE PUZZLE TOGETHER.
YOU TIED THE BULLET TO ROXXON TO THE COMMISSION TO THE *CONSPIRACY.* SO?
I KNOW *WHY,* I'VE PIECED TOGETHER MOST OF THE *HOW* --
-- BUT I HAVE TO VERIFY THE *WHO!*
AND THAT'S WHERE I COME IN? YOU THINK THE FBI CAN HELP?
JUST THE OPPOSITE -- I THINK THE WHO IS SOMEONE YOU'VE BEEN *HIDING* FROM THE FBI FOR TWO YEARS.

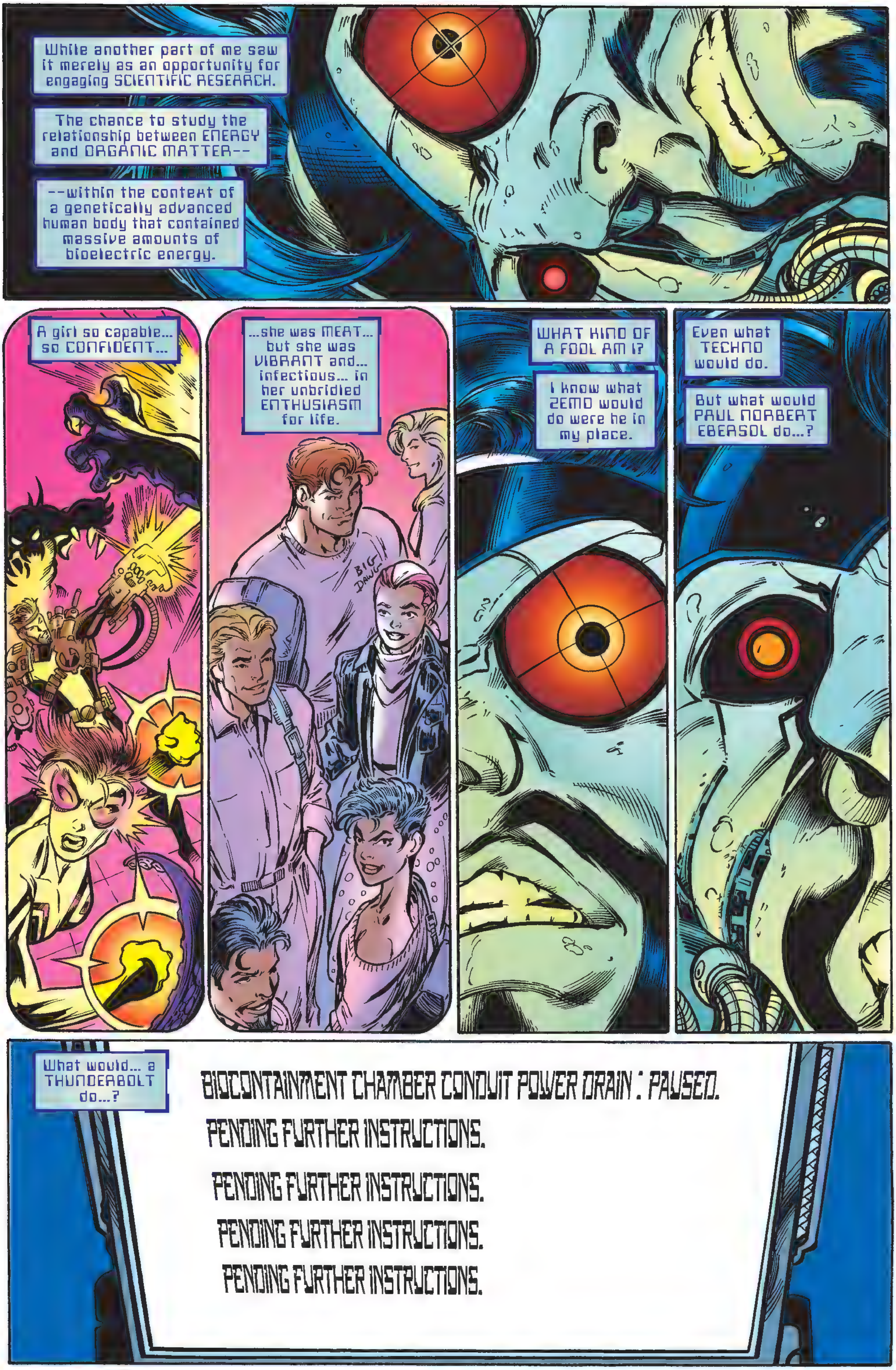

MOUNT CHARTERIS looms over BURTON CANYON, Colorado.
It has become as much a FRIEND to me as a home.
I know it better, more intimately, than any human relationship I have ever had.
And Scourge continues to defile my lover with callous disinterest!
I search through my filament fibers (my veins), feel my lifeblood (a data stream of transmissions) trying to pull my lover back to me.
I am so close... to holding her again, to allowing a new body to spring forth from her MECHANICAL WOMB--
-- before the MEAT manages to break her BIOELECTRIC ENERGY FORM free from the chamber --
-- and terminally limits the power conduits I can draw from to regrow myself.
In order to access the power I need to create a new body, I will need the life energy from all three chambers.
Can I do that to them? Especially to HER?
BBRRRUUMMMM
WHAT THE --?
The tremor was strong enough for me to feel it within this hard-air coffin!

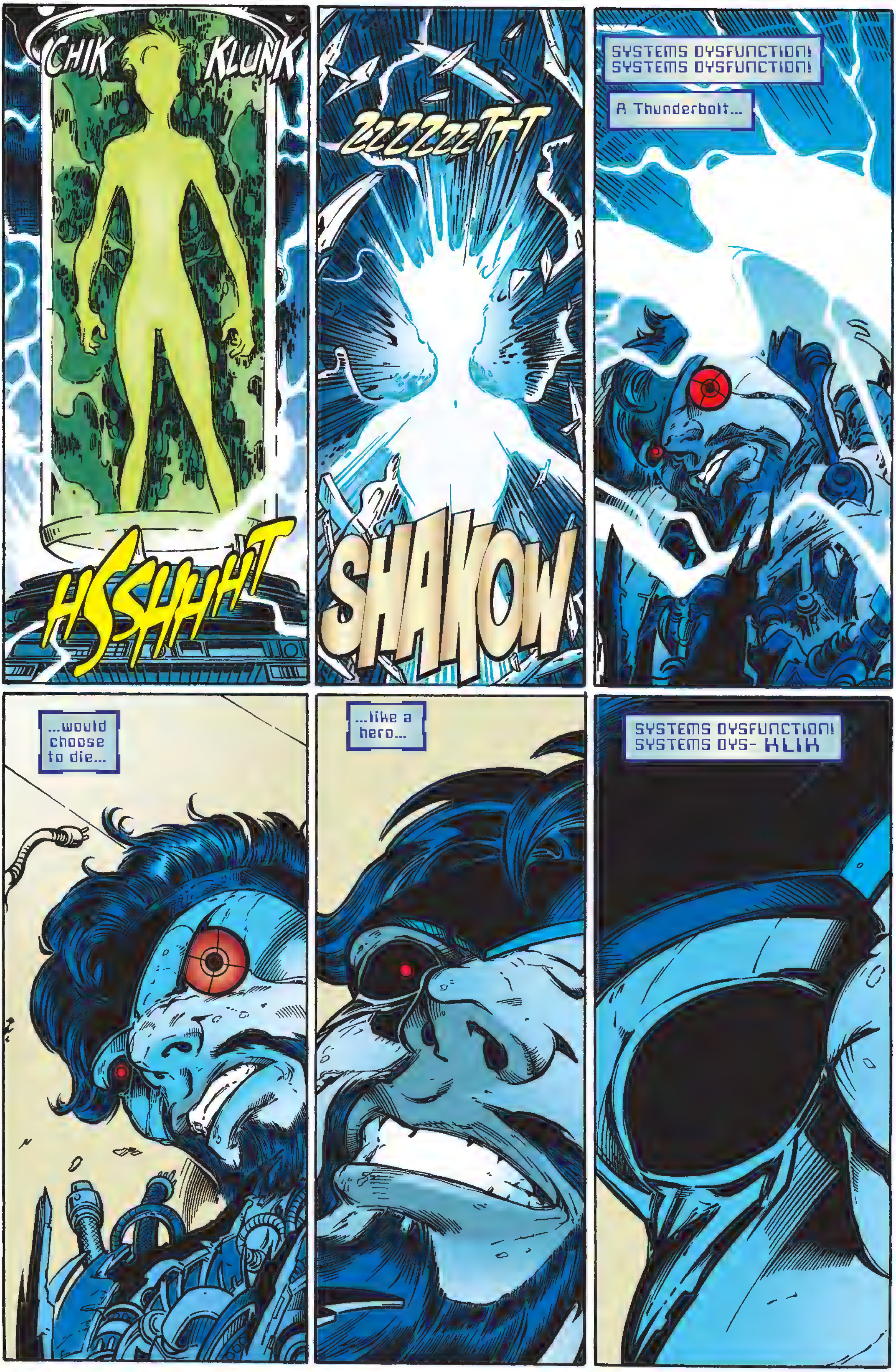

SON OF A --
ATLAS!
Did ERIK break free of his stasis chamber?
Now -- while Scourge is distracted--I can feel the systems link--
--I can touch the power conduit flow--
--hot to my CYBERNETIC touch--
--I'm sorry to do this to you, but I have no choice.
If I were safe in the knowledge that my redundancy program would kick in --
--perhaps I WOULD allow this robotic form to cease functioning--
--but Scourge has cast doubt over that SAFETY NET.
The other two I could care less about, but YOU...
...you were... SPECIAL.
Why did I come here to begin with?
Why did I impersonate the team's resident mechanic, OGRE?
Why did I struggle to restore you to some semblance of life?
POWER CONDUIT TO
CONTAINMENT CHAMBERS: ACCESSED.
POW REROUTE ENGAGED.
POWER W RESERVES:
.05% 18% 3% 10%
WHY?!

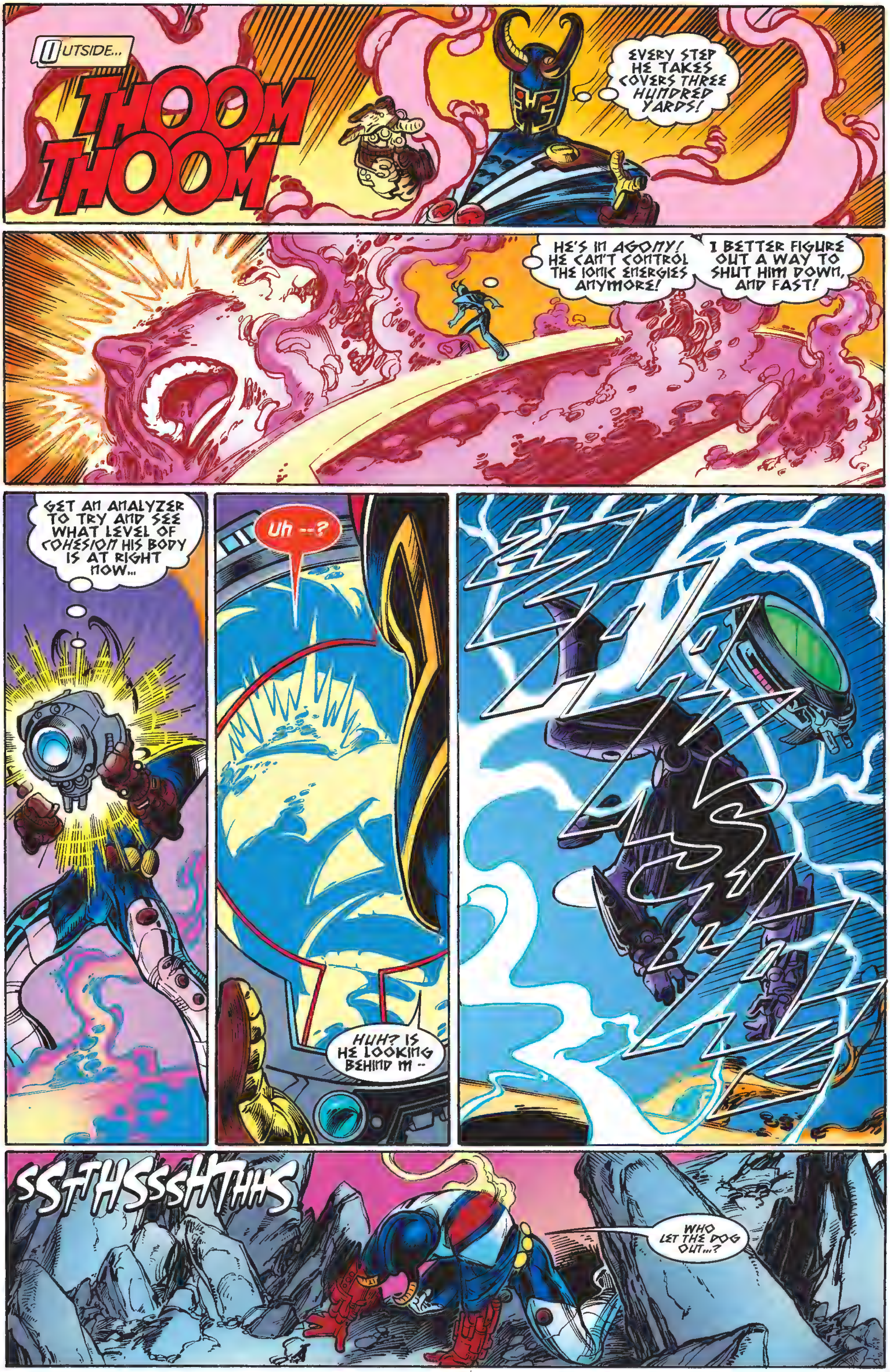

WHAT?!
WHILE BACK ON TITAN...
Of all people, Dr. Sofen, you know the inherent truth of my words.
Your lifestone is as much an INFORMATION CONDUIT as a power conduit.
Or perhaps you were merely looking for an EXCUSE?
FOR WHAT?
You merely opened the door to the LIBRARY and then took hesitant steps inside.
SO WHAT WAS I LOOKING FOR?
Help in understanding and coping with the EMOTIONAL CHANGES you were undergoing as you grew into your role as a HERO.
For the fact that you were beginning to ENJOY your newfound heroism.
And to justify why you were FALLING IN LOVE with Hawkeye!
I...
Uhm...
I THINK I'M GONNA HURL.
SHUT UP, RICK!

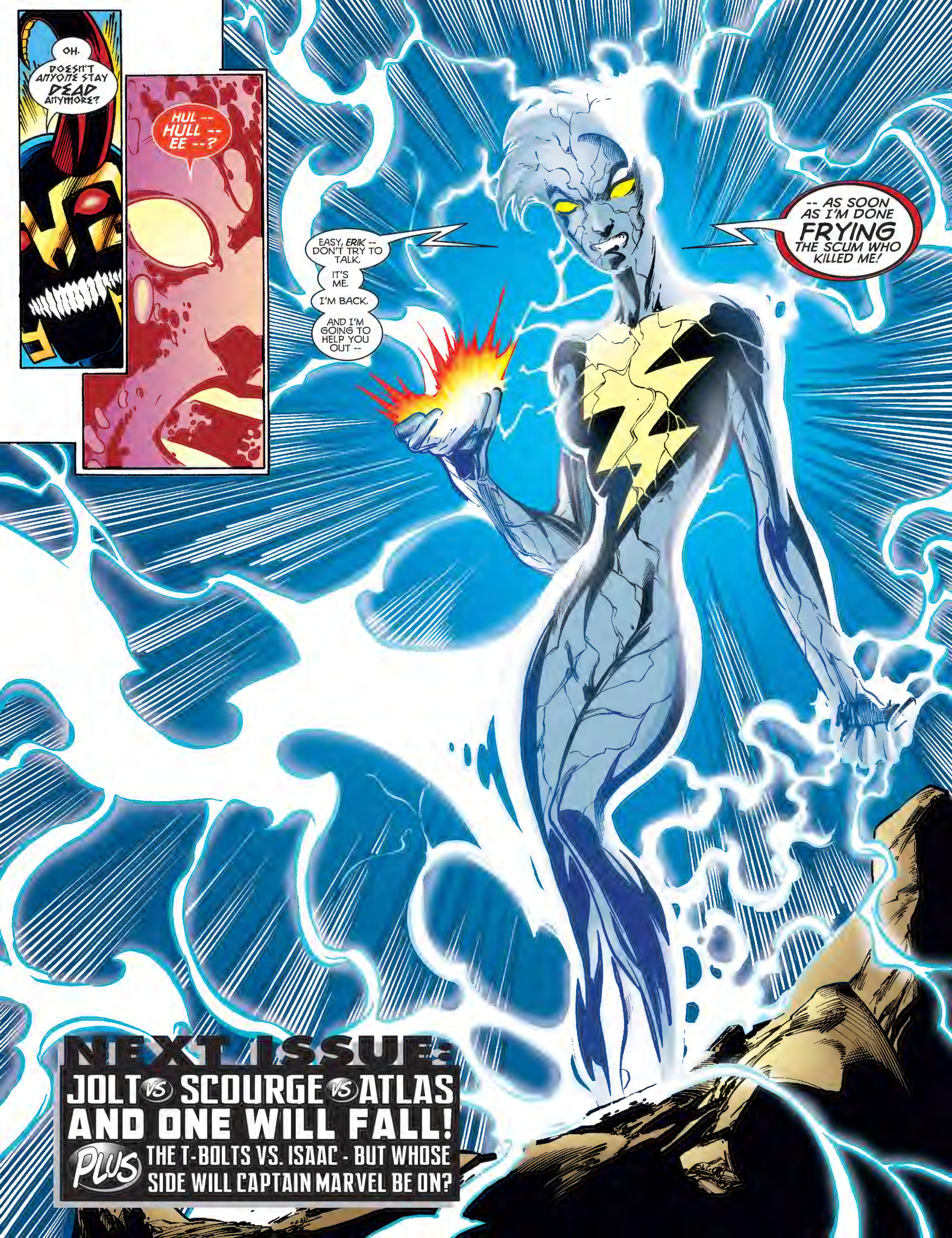

SO... NOW THAT SHE'S OPENED THIS PSYCHIC HOTLINE, HOW'S SHE MAKE IT STOP?
She does NOT.
Oh.
Nor will she have to worry about the matter much longer.
The lifestone was created--biologically INTENDED--for those WORTHY of wielding its power--its responsibility -- wisely.
Dr. Sofen is NOT such a person.
WAIT -- WHAT'RE YOU TRYIN' TO SAY?
I thought it rather obvious. Let me be clear.
For the integrity of HISTORY, for the SAFETY of Earth and indeed, the universe itself--
--MOONSTONE'S GEM MUST BE REMOVED!
ISAAC --? ARE YOU CERTAIN?
WHAT RIGHT DOES THAT... *MACHINE...* HAVE TO JUDGE MY MERIT?!
AND MORE TO THE POINT -- *NUTS TO YOU!*
Indeed, such a response was anticipated, which is why, at this moment, preparations are underway --


"--to have the lifestone FORCIBLY removed!"
HOLY...
...SPIT.
Is my uncertainty an EMOTIONAL glitch--
--or merely SCIENTIFIC reluctance at seeing such hard work come to naught?
Ever since I replaced Ogre, this has been MORE than a GAME to me.
I can readily admit I MISSED the DAILY CHALLENGES of being a member of the Thunderbolts.
And the varied social interaction HAS been... stimulating...
When Scourge killed HALLIE TAKAHAMA, a part of me was... UNSETTLED.

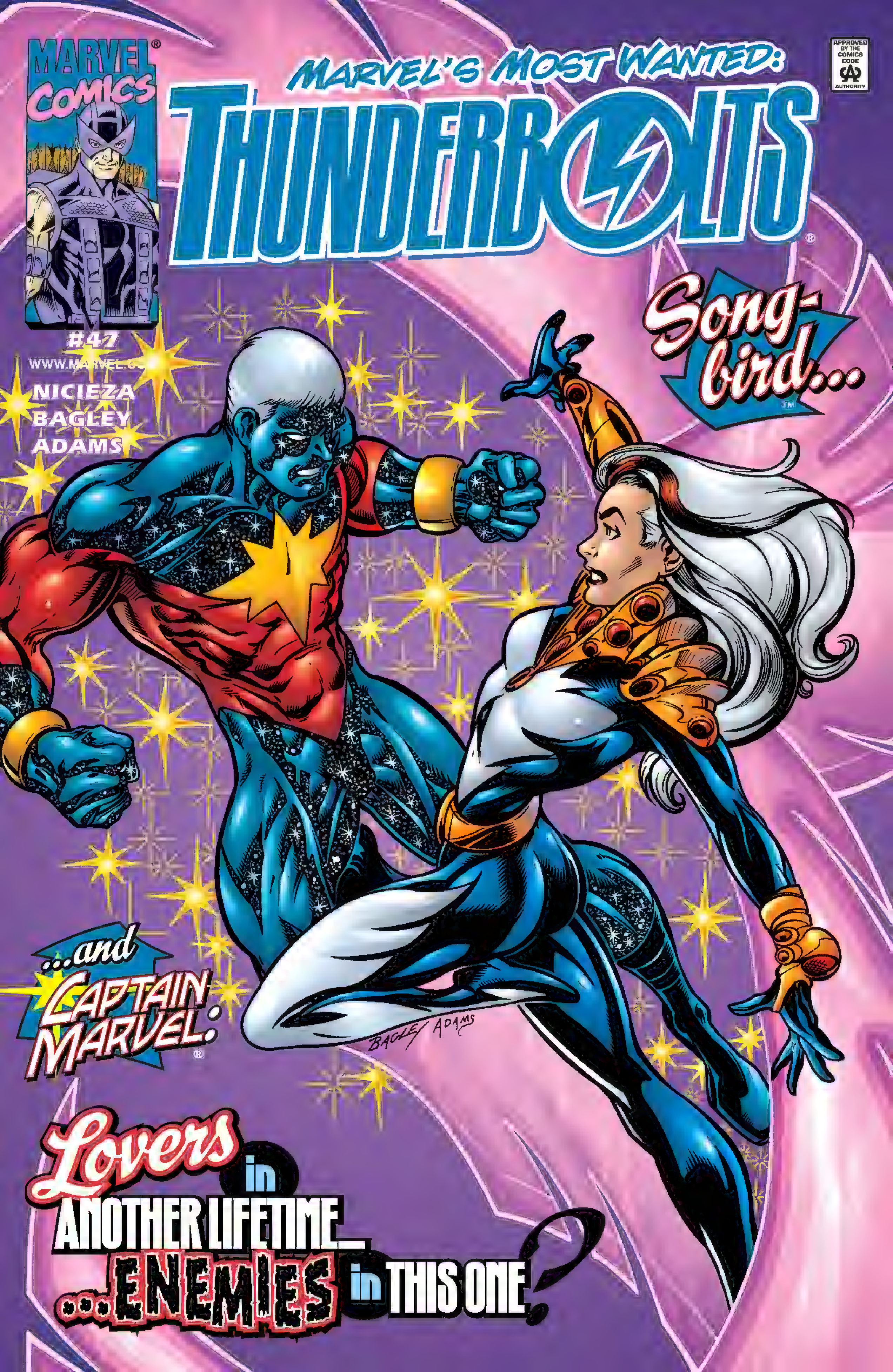

While another part of me saw it merely as an opportunity for engaging SCIENTIFIC RESEARCH.
The chance to study the relationship between ENERGY and ORGANIC MATTER--
--within the context of a genetically advanced human body that contained massive amounts of bioelectric energy.
A girl so capable... so CONFIDENT...
...she was MEAT... but she was VIBRANT and... infectious... in her unbridled ENTHUSIASM for life.
BIG DAWG
WHAT KIND OF A FOOL AM I?
I know what ZEMO would do were he in my place.
Even what TECHNO would do.
But what would PAUL NORBERT EBERSOL do...?
What would... a THUNDERBOLT do...?
BIOCONTAINMENT CHAMBER CONDUIT POWER DRAIN : PAUSED.
PENDING FURTHER INSTRUCTIONS.
PENDING FURTHER INSTRUCTIONS.
PENDING FURTHER INSTRUCTIONS.
PENDING FURTHER INSTRUCTIONS.


CHIK
KLUNK
HSSHHHT
ZZZZZZZTTT
SHAKOW
SYSTEMS DYSFUNCTION! SYSTEMS DYSFUNCTION!
A Thunderbolt...
...would choose to die...
...like a hero...
SYSTEMS DYSFUNCTION! SYSTEMS DYS- KLIK


OUTSIDE...
THOOM THOOM
EVERY STEP HE TAKES COVERS THREE HUNDRED YARDS!
HE'S IN AGONY! HE CAN'T CONTROL THE IONIC ENERGIES ANYMORE!
I BETTER FIGURE OUT A WAY TO SHUT HIM DOWN, AND FAST!
GET AN ANALYZER TO TRY AND SEE WHAT LEVEL OF COHESION HIS BODY IS AT RIGHT NOW...
Uh --?
HUH? IS HE LOOKING BEHIND M --
SSTTHSSSHTHHS
WHO LET THE DOG OUT...?


OH. DOESN'T ANYONE STAY DEAD ANYMORE?
HUL -- HULL -- EE --?
EASY, ERIK -- DON'T TRY TO TALK.
IT'S ME.
I'M BACK.
AND I'M GOING TO HELP YOU OUT --
-- AS SOON AS I'M DONE FRYING THE SCUM WHO KILLED ME!

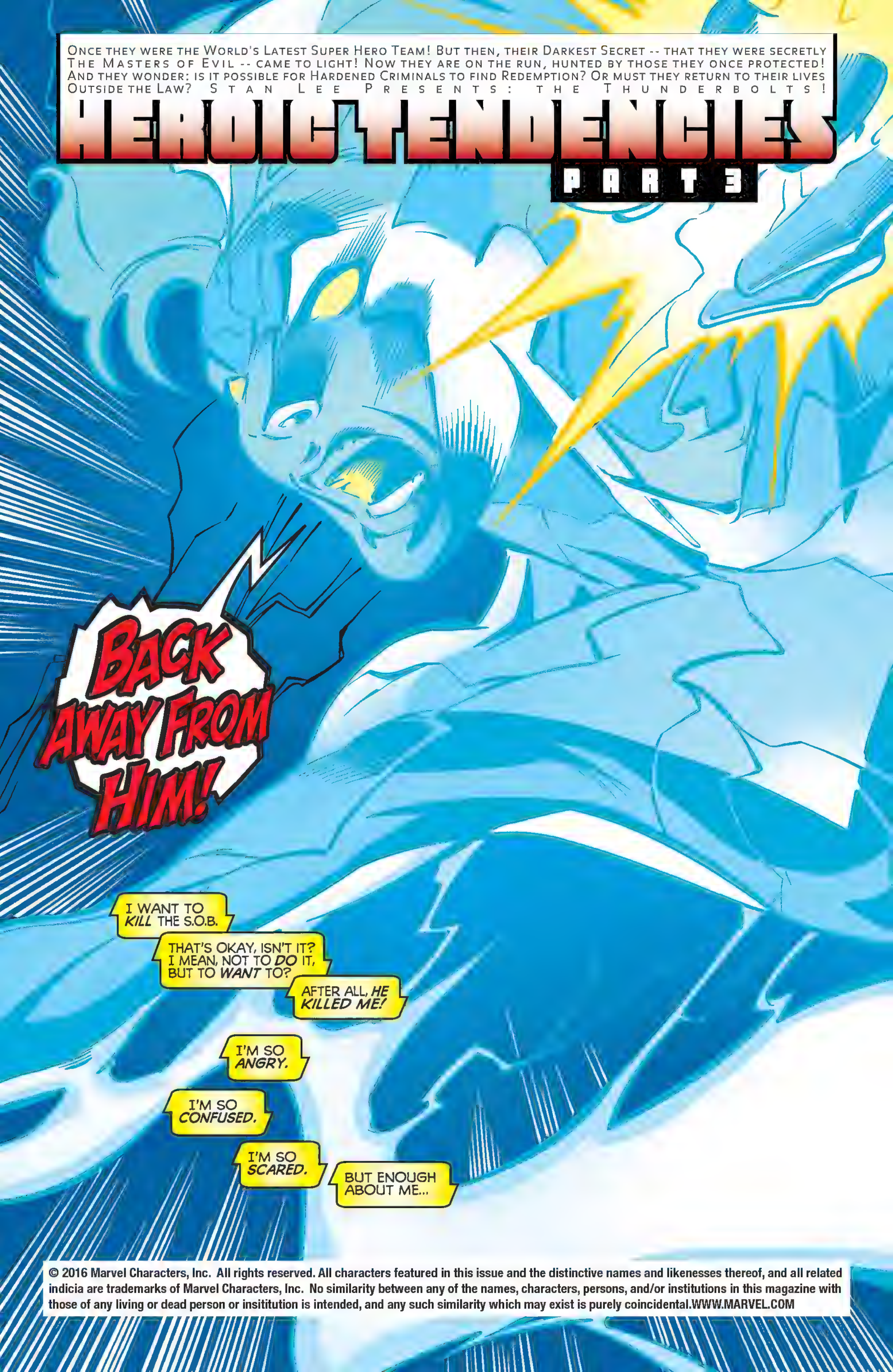
NEXT ISSUE:
JOLT VS SCOURGE VS ATLAS
AND ONE WILL FALL!
PLUS THE T-BOLTS VS. ISAAC - BUT WHOSE SIDE WILL CAPTAIN MARVEL BE ON?


MARVEL COMICS
MARVEL'S MOST WANTED:
THUNDERBOLTS
APPROVED BY THE COMICS CODE AUTHORITY
#47
WWW.MARVEL.CO
NICIEZA
BAGLEY
ADAMS
Song-bird...
...and
CAPTAIN MARVEL:
BAGLEY/ADAMS
Lovers in
ANOTHER LIFETIME...
...ENEMIES in THIS ONE?

Once they were the World's Latest Super Hero Team! But then, their Darkest Secret -- that they were secretly The Masters of Evil -- came to light! Now they are on the run, hunted by those they once protected! And they wonder: is it possible for Hardened Criminals to find Redemption? Or must they return to their lives Outside the Law? Stan Lee Presents: the Thunderbolts!

HEROIC TENDENCIES

PART 3


BACK AWAY FROM HIM!
I WANT TO *KILL* THE S.O.B.
THAT'S OKAY, ISN'T IT? I MEAN, NOT TO *DO* IT, BUT TO *WANT* TO?
AFTER ALL, *HE KILLED ME!*
I'M SO *ANGRY.*
I'M SO *CONFUSED.*
I'M SO *SCARED.*
BUT ENOUGH ABOUT ME...

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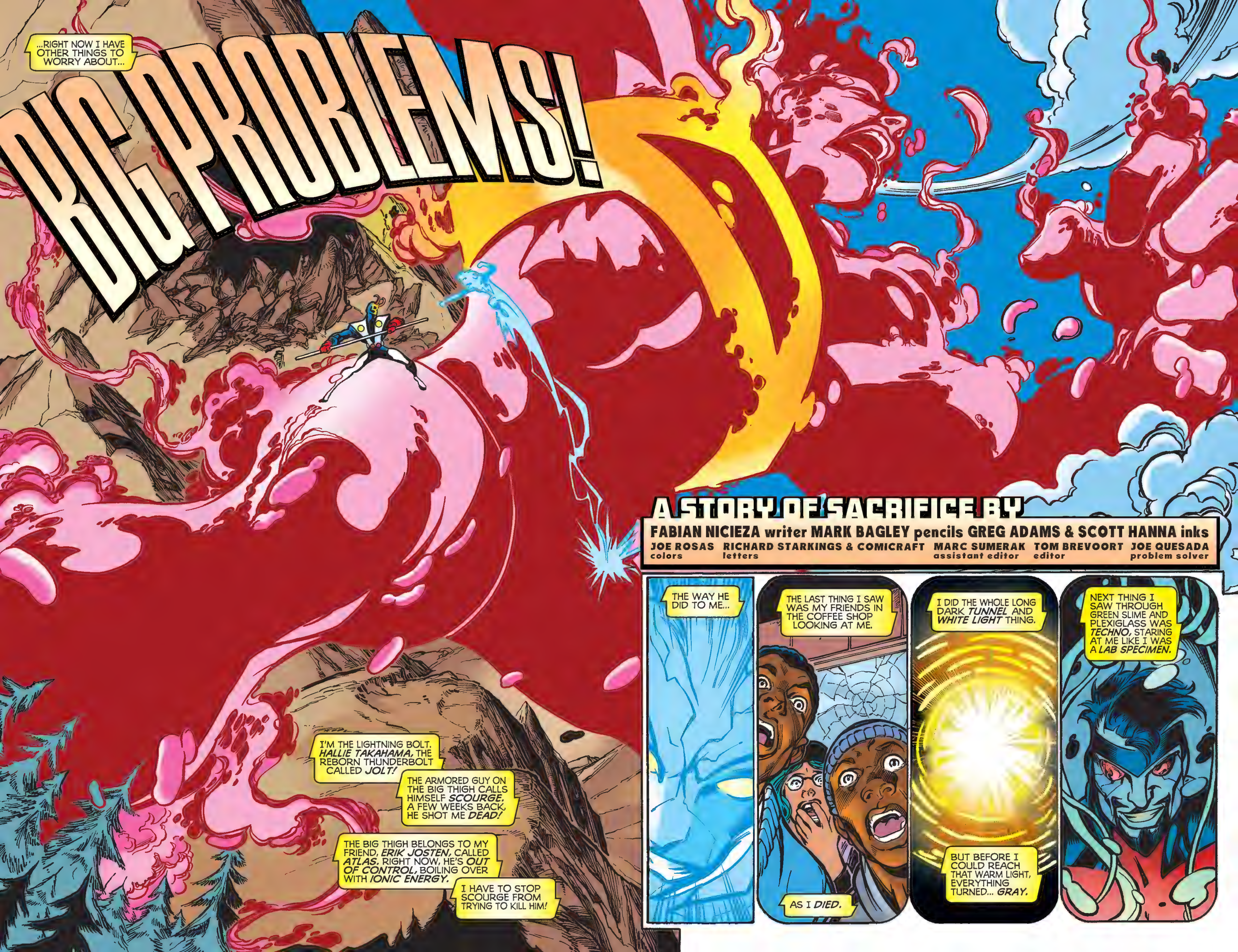
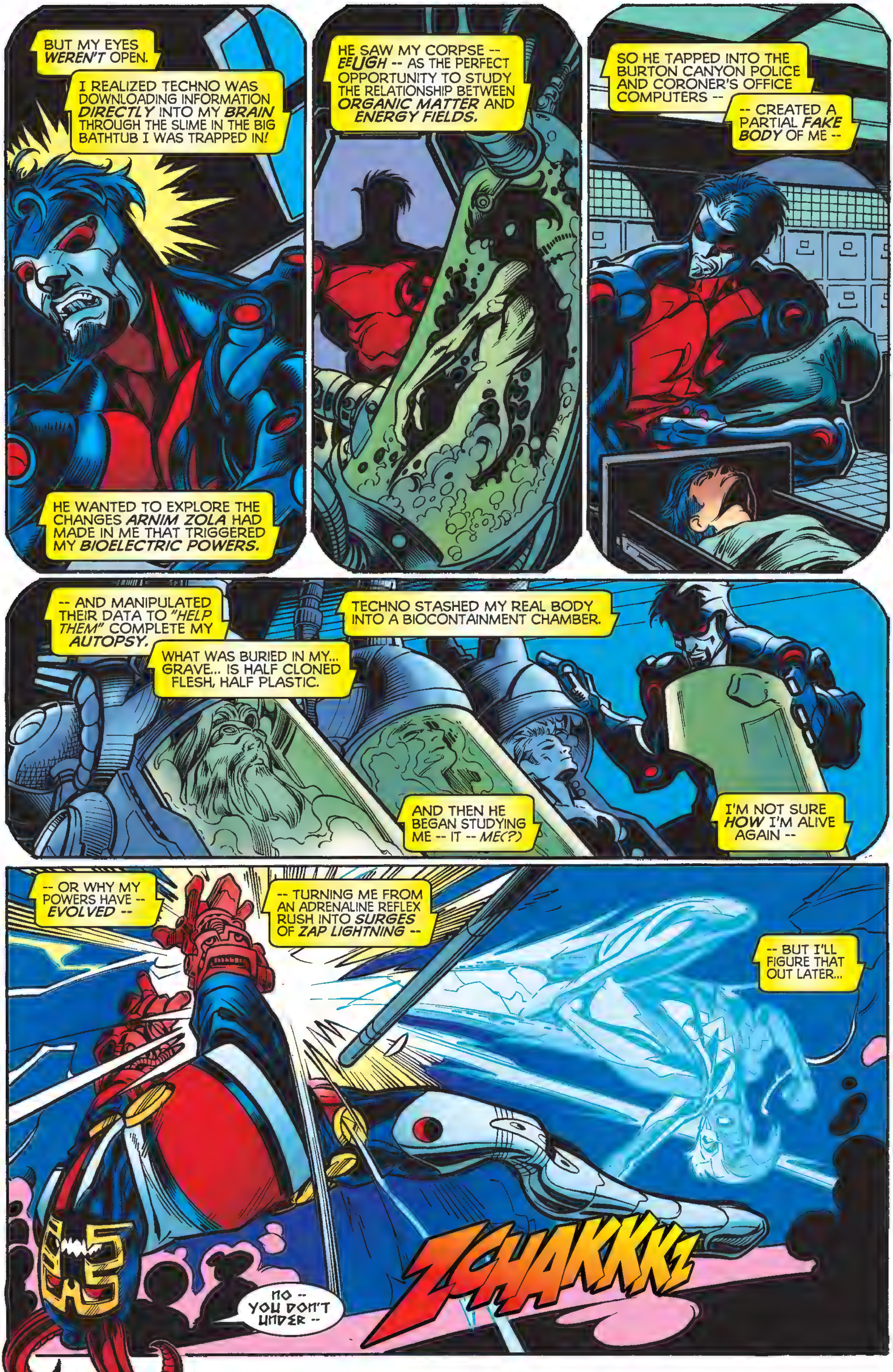
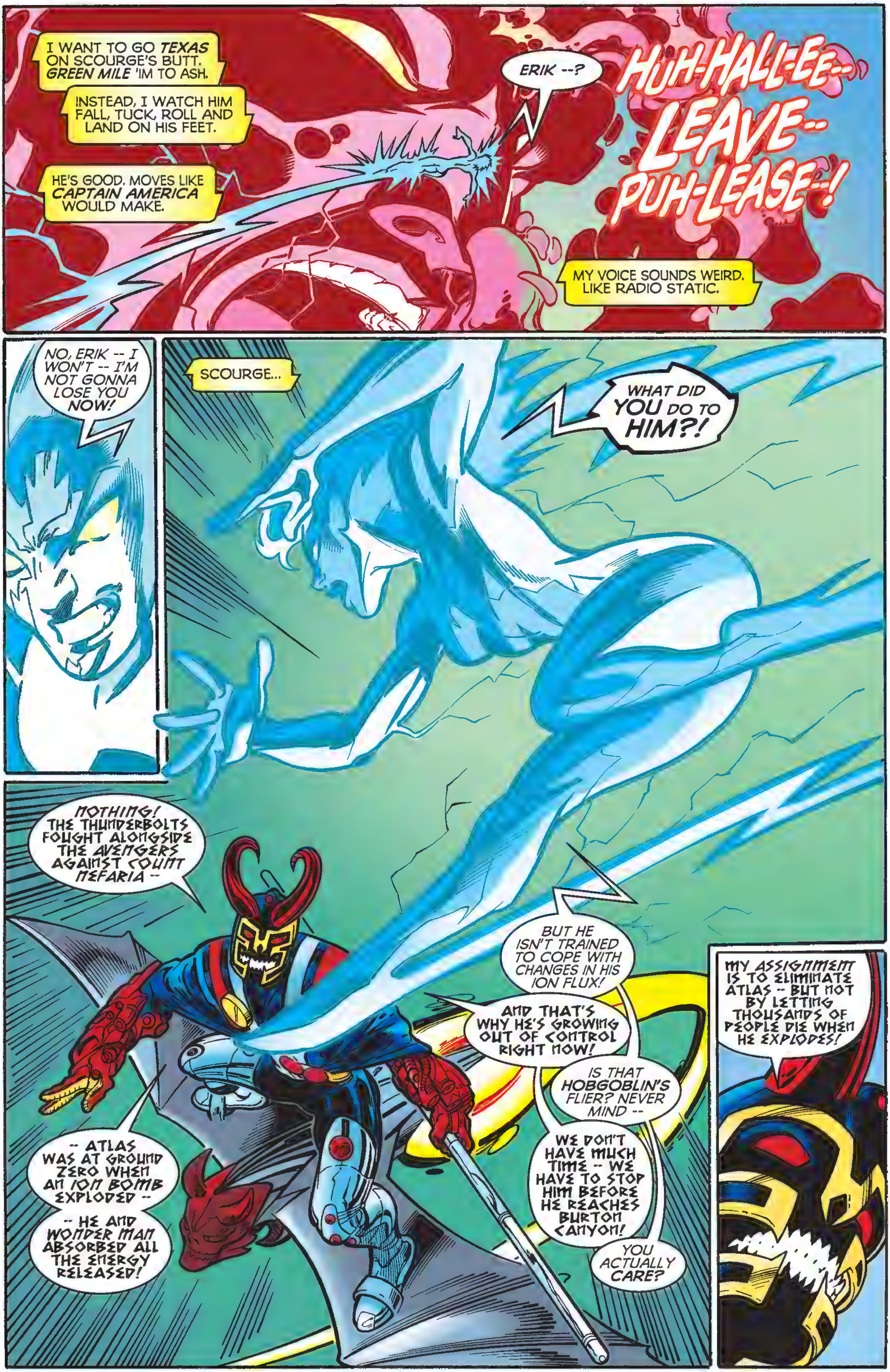
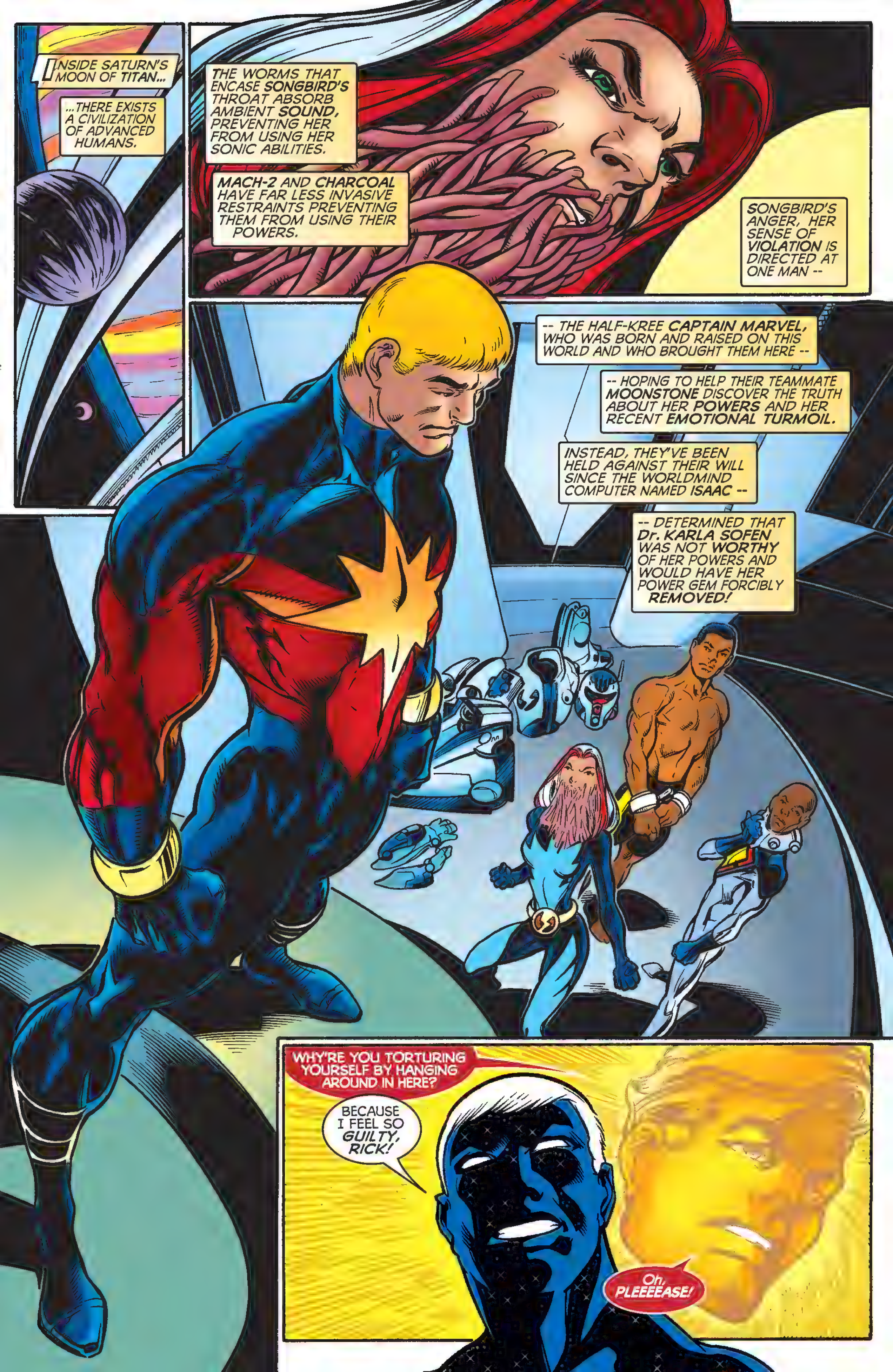
BIG PROBLEMS!

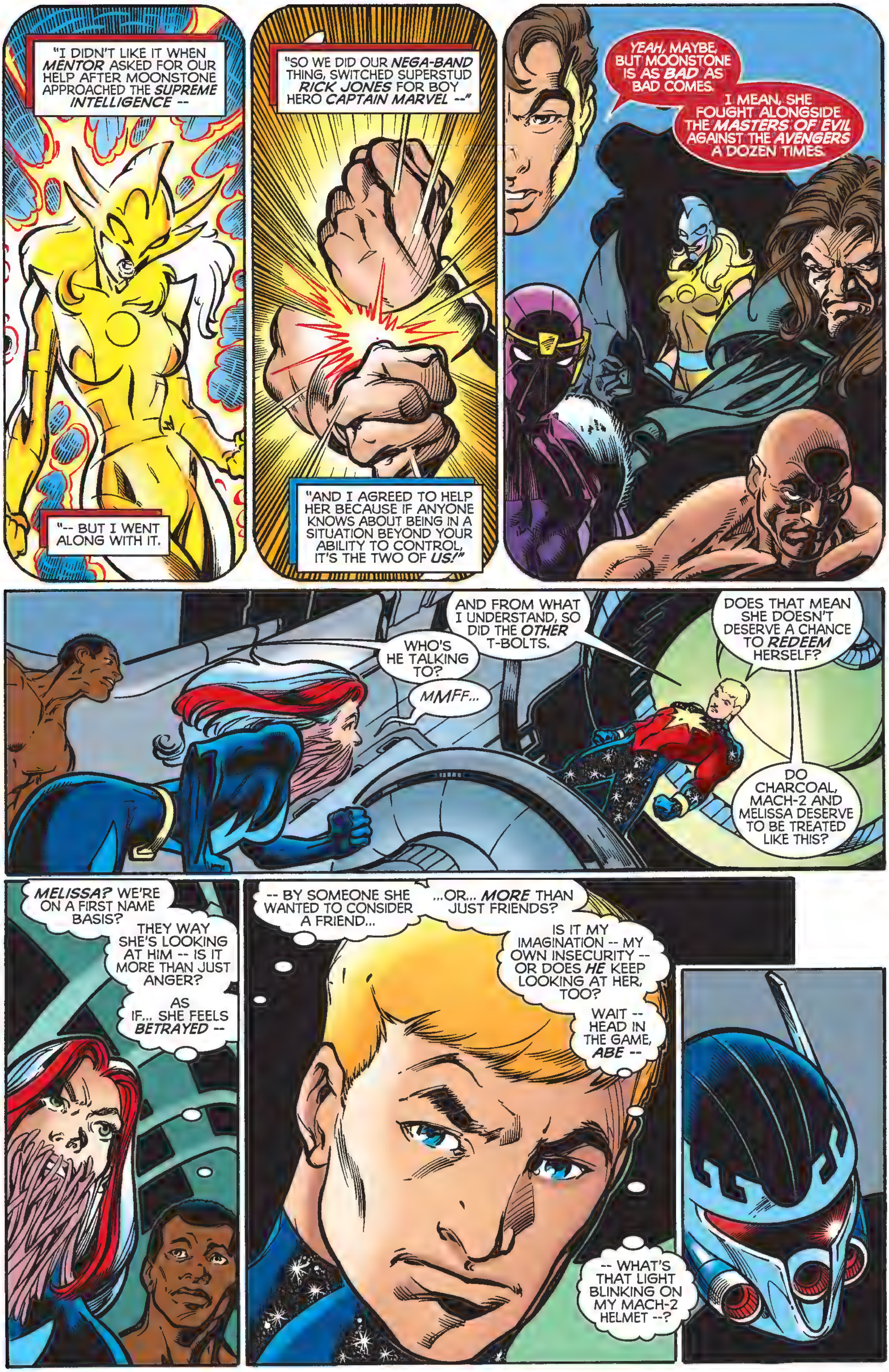
A STORY OF SACRIFICE BY
FABIAN NICIEZA writer **MARK BAGLEY** pencils **GREG ADAMS & SCOTT HANNA** inks
JOE ROSAS colors **RICHARD STARKINGS & COMICRAFT** letters **MARC SUMERAK** assistant editor **TOM BREVOORT** editor **JOE QUESADA** problem solver

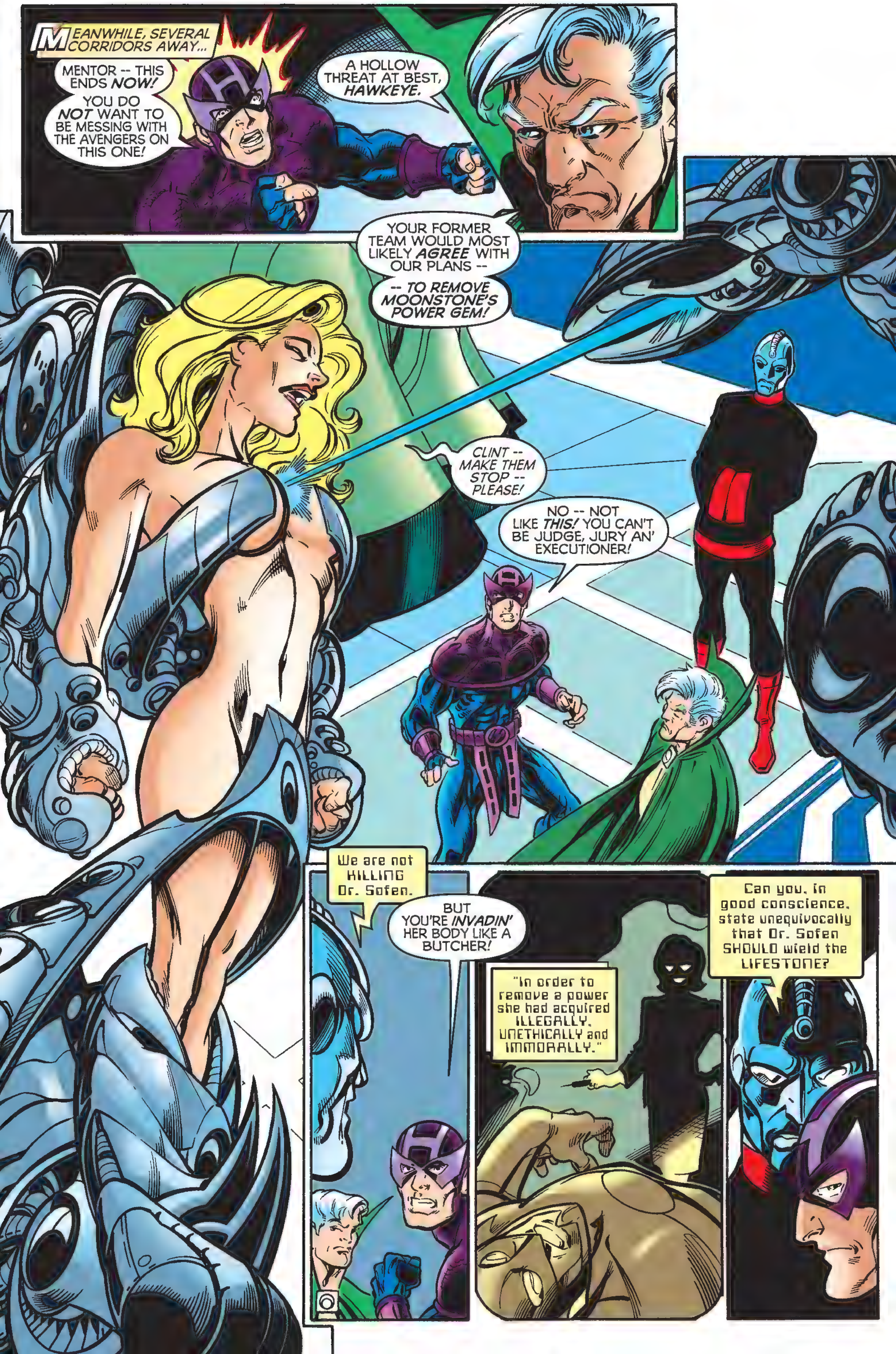

...RIGHT NOW I HAVE OTHER THINGS TO WORRY ABOUT...
I'M THE LIGHTNING BOLT. *HALLIE TAKAHAMA*, THE REBORN THUNDERBOLT CALLED *JOLT!*
THE ARMORED GUY ON THE BIG THIGH CALLS HIMSELF *SCOURGE*. A FEW WEEKS BACK, HE SHOT ME *DEAD!*
THE BIG THIGH BELONGS TO MY FRIEND, *ERIK JOSTEN*, CALLED *ATLAS*. RIGHT NOW, HE'S *OUT OF CONTROL*, BOILING OVER WITH *IONIC ENERGY*.
I HAVE TO STOP SCOURGE FROM TRYING TO KILL HIM!
THE WAY HE DID TO ME...
THE LAST THING I SAW WAS MY FRIENDS IN THE COFFEE SHOP LOOKING AT ME.
AS I *DIED*.
I DID THE WHOLE LONG DARK *TUNNEL* AND *WHITE LIGHT* THING.
BUT BEFORE I COULD REACH THAT WARM LIGHT, EVERYTHING TURNED... *GRAY*.
NEXT THING I SAW THROUGH GREEN SLIME AND PLEXIGLASS WAS *TECHNO*, STARING AT ME LIKE I WAS A *LAB SPECIMEN*.

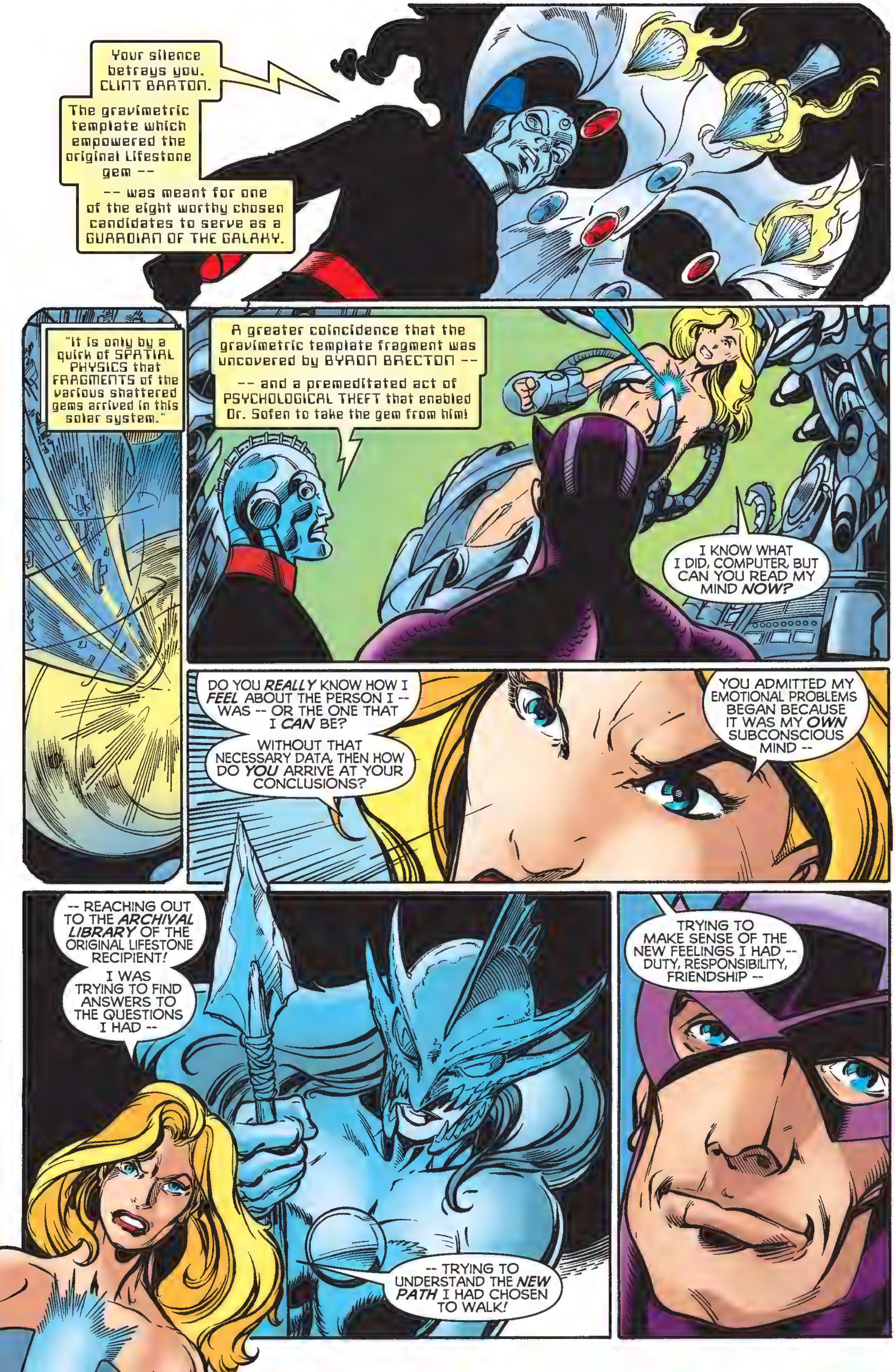

BUT MY EYES *WEREN'T* OPEN.
I REALIZED TECHNO WAS DOWNLOADING INFORMATION *DIRECTLY* INTO MY *BRAIN* THROUGH THE SLIME IN THE BIG BATHTUB I WAS TRAPPED IN!
HE WANTED TO EXPLORE THE CHANGES *ARNIM ZOLA* HAD MADE IN ME THAT TRIGGERED MY *BIOELECTRIC POWERS.*
HE SAW MY CORPSE -- *EEUGH* -- AS THE PERFECT OPPORTUNITY TO STUDY THE RELATIONSHIP BETWEEN *ORGANIC MATTER* AND *ENERGY FIELDS.*
SO HE TAPPED INTO THE BURTON CANYON POLICE AND CORONER'S OFFICE COMPUTERS --
-- CREATED A PARTIAL *FAKE BODY* OF ME --
-- AND MANIPULATED THEIR DATA TO *"HELP THEM"* COMPLETE MY *AUTOPSY.*
WHAT WAS BURIED IN MY... GRAVE... IS HALF CLONED FLESH, HALF PLASTIC.
TECHNO STASHED MY REAL BODY INTO A BIOCONTAINMENT CHAMBER.
AND THEN HE BEGAN STUDYING ME -- IT -- *ME(?)*
I'M NOT SURE *HOW* I'M ALIVE AGAIN --
-- OR WHY MY POWERS HAVE -- *EVOLVED* --
-- TURNING ME FROM AN ADRENALINE REFLEX RUSH INTO *SURGES* OF *ZAP LIGHTNING* --
-- BUT I'LL FIGURE THAT OUT LATER...
NO -- YOU DON'T UNDER --
ZCHAKKK!

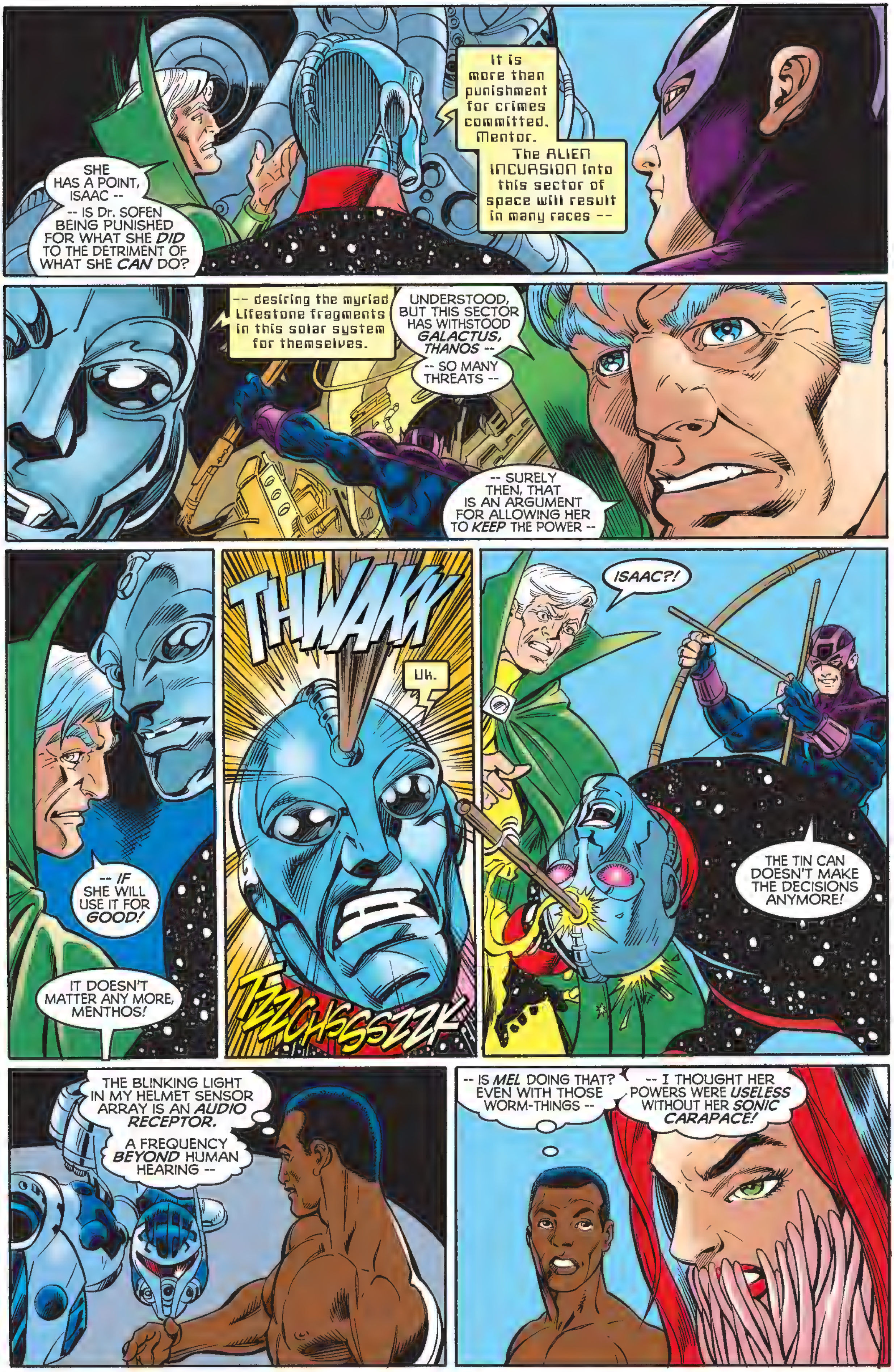

I WANT TO GO TEXAS ON SCOURGE'S BUTT. GREEN MILE 'IM TO ASH.
INSTEAD, I WATCH HIM FALL, TUCK, ROLL AND LAND ON HIS FEET.
HE'S GOOD. MOVES LIKE CAPTAIN AMERICA WOULD MAKE.
ERIK --?
HUH-HALL-EE-- LEAVE-- PUH-LEASE--!
MY VOICE SOUNDS WEIRD. LIKE RADIO STATIC.
NO, ERIK -- I WON'T -- I'M NOT GONNA LOSE YOU NOW!
SCOURGE...
WHAT DID YOU DO TO HIM?!
NOTHING! THE THUNDERBOLTS FOUGHT ALONGSIDE THE AVENGERS AGAINST COUNT NEFARIA --
-- ATLAS WAS AT GROUND ZERO WHEN AN ION BOMB EXPLODED --
-- HE AND WONDER MAN ABSORBED ALL THE ENERGY RELEASED!
BUT HE ISN'T TRAINED TO COPE WITH CHANGES IN HIS ION FLUX!
AND THAT'S WHY HE'S GROWING OUT OF CONTROL RIGHT NOW!
IS THAT HOBGOBLIN'S FLIER? NEVER MIND --
WE DON'T HAVE MUCH TIME -- WE HAVE TO STOP HIM BEFORE HE REACHES BURTON CANYON!
YOU ACTUALLY CARE?
MY ASSIGNMENT IS TO ELIMINATE ATLAS -- BUT NOT BY LETTING THOUSANDS OF PEOPLE DIE WHEN HE EXPLODES!

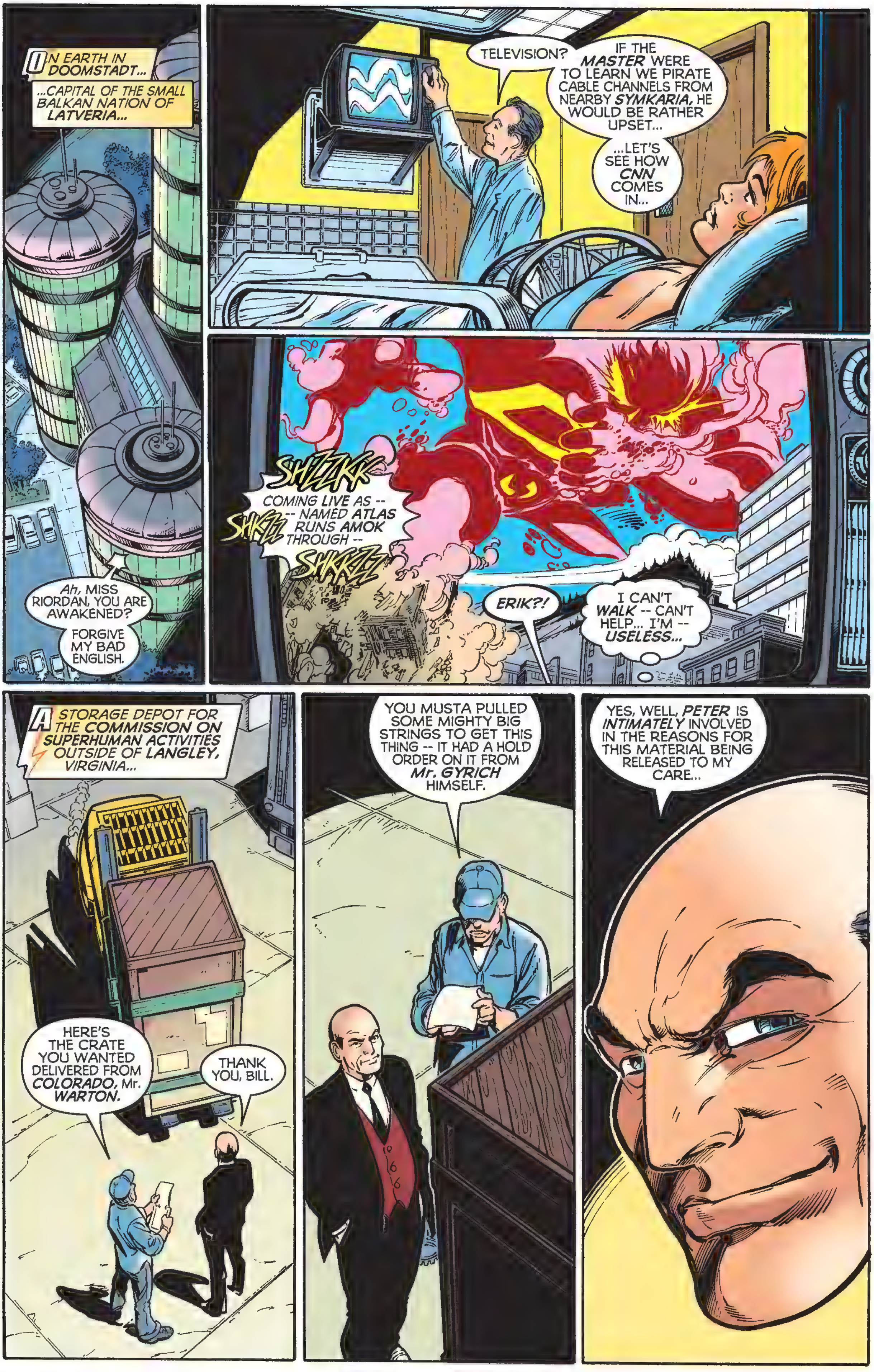

INSIDE SATURN'S MOON OF TITAN...
...THERE EXISTS A CIVILIZATION OF ADVANCED HUMANS.
THE WORMS THAT ENCASE SONGBIRD'S THROAT ABSORB AMBIENT SOUND, PREVENTING HER FROM USING HER SONIC ABILITIES.
MACH-2 AND CHARCOAL HAVE FAR LESS INVASIVE RESTRAINTS PREVENTING THEM FROM USING THEIR POWERS.
SONGBIRD'S ANGER, HER SENSE OF VIOLATION IS DIRECTED AT ONE MAN --
-- THE HALF-KREE CAPTAIN MARVEL, WHO WAS BORN AND RAISED ON THIS WORLD AND WHO BROUGHT THEM HERE --
-- HOPING TO HELP THEIR TEAMMATE MOONSTONE DISCOVER THE TRUTH ABOUT HER POWERS AND HER RECENT EMOTIONAL TURMOIL.
INSTEAD, THEY'VE BEEN HELD AGAINST THEIR WILL SINCE THE WORLDMIND COMPUTER NAMED ISAAC --
-- DETERMINED THAT Dr. KARLA SOFEN WAS NOT WORTHY OF HER POWERS AND WOULD HAVE HER POWER GEM FORCIBLY REMOVED!
WHY'RE YOU TORTURING YOURSELF BY HANGING AROUND IN HERE?
BECAUSE I FEEL SO GUILTY, RICK!
Oh, PLEEEEASE!

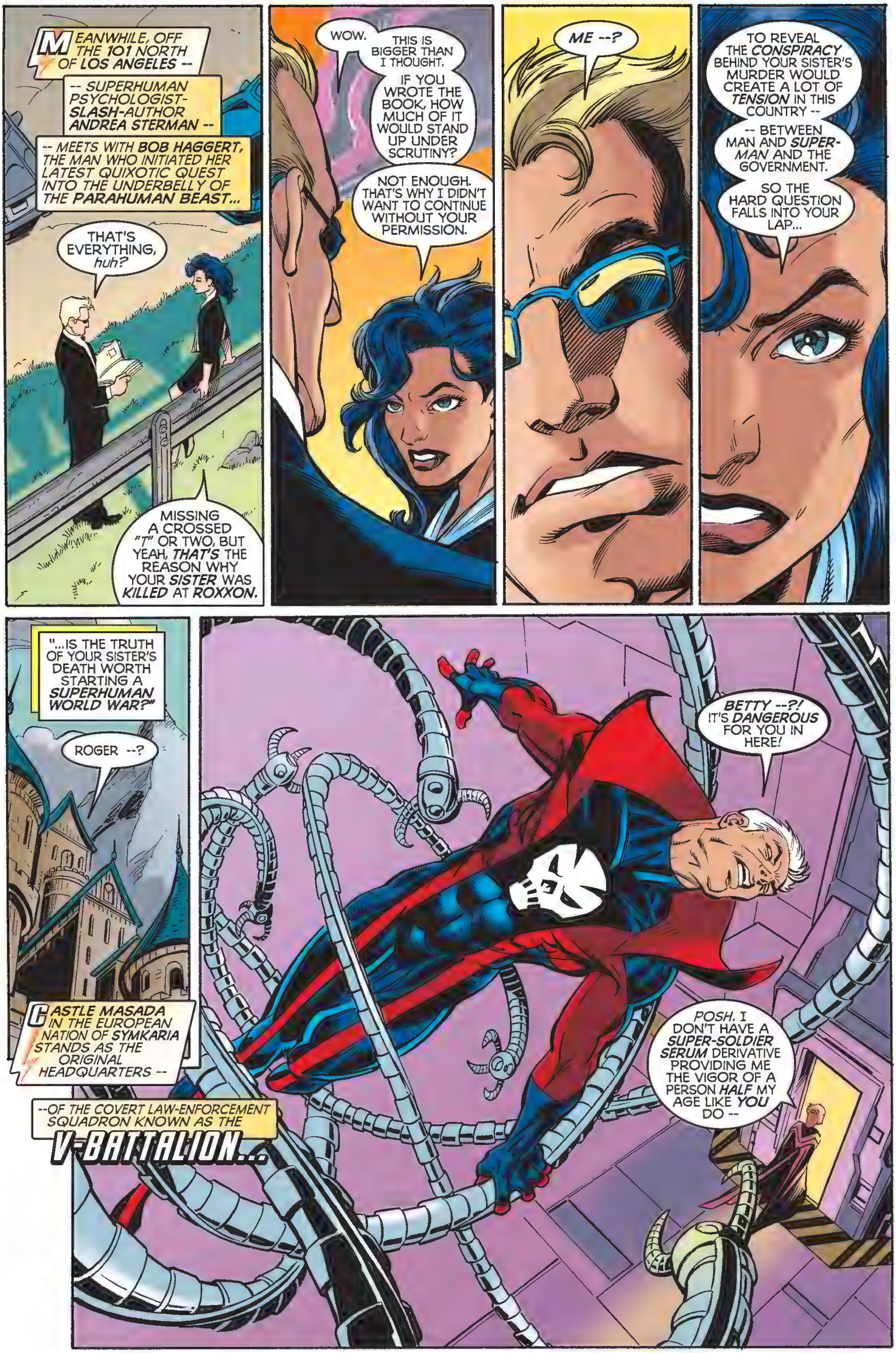

"I DIDN'T LIKE IT WHEN *MENTOR* ASKED FOR OUR HELP AFTER MOONSTONE APPROACHED THE *SUPREME INTELLIGENCE* --
"-- BUT I WENT ALONG WITH IT.
"SO WE DID OUR *NEGA-BAND* THING, SWITCHED SUPERSTUD *RICK JONES* FOR BOY HERO *CAPTAIN MARVEL* --"
"AND I AGREED TO HELP HER BECAUSE IF ANYONE KNOWS ABOUT BEING IN A SITUATION BEYOND YOUR ABILITY TO CONTROL, IT'S THE TWO OF *US!*"
YEAH, MAYBE, BUT MOONSTONE IS AS *BAD* AS BAD COMES.
I MEAN, SHE FOUGHT ALONGSIDE THE *MASTERS OF EVIL* AGAINST THE *AVENGERS* A DOZEN TIMES.
AND FROM WHAT I UNDERSTAND, SO DID THE *OTHER* T-BOLTS.
WHO'S HE TALKING TO?
MMFF...
DOES THAT MEAN SHE DOESN'T DESERVE A CHANCE TO *REDEEM* HERSELF?
DO CHARCOAL, MACH-2 AND MELISSA DESERVE TO BE TREATED LIKE THIS?
MELISSA? WE'RE ON A FIRST NAME BASIS?
THEY WAY SHE'S LOOKING AT HIM -- IS IT MORE THAN JUST ANGER?
AS IF... SHE FEELS *BETRAYED* --
-- BY SOMEONE SHE WANTED TO CONSIDER A FRIEND...
...OR... *MORE* THAN JUST FRIENDS?
IS IT MY IMAGINATION -- MY OWN INSECURITY -- OR DOES *HE* KEEP LOOKING AT HER, TOO?
WAIT -- HEAD IN THE GAME, *ABE* --
-- WHAT'S THAT LIGHT BLINKING ON MY MACH-2 HELMET --?

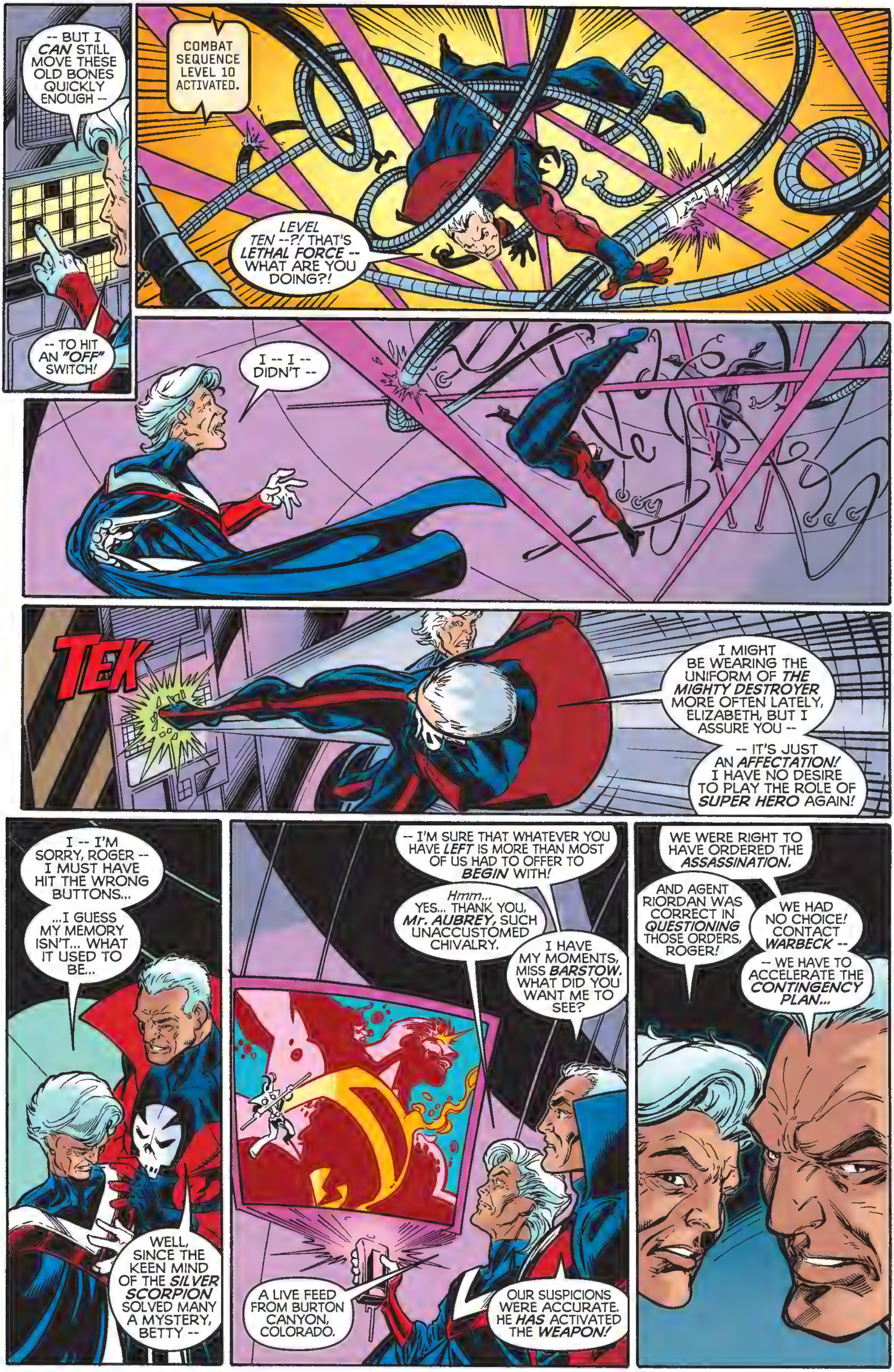

MEANWHILE, SEVERAL CORRIDORS AWAY...
MENTOR -- THIS ENDS *NOW!*
YOU DO *NOT* WANT TO BE MESSING WITH THE AVENGERS ON THIS ONE!
A HOLLOW THREAT AT BEST, *HAWKEYE.*
YOUR FORMER TEAM WOULD MOST LIKELY *AGREE* WITH OUR PLANS --
-- TO REMOVE MOONSTONE'S POWER GEM!
CLINT -- MAKE THEM STOP -- PLEASE!
NO -- NOT LIKE *THIS!* YOU CAN'T BE JUDGE, JURY AN' EXECUTIONER!
We are not KILLING Dr. Sofen.
BUT YOU'RE *INVADIN'* HER BODY LIKE A BUTCHER!
"In order to remove a power she had acquired ILLEGALLY, UNETHICALLY and IMMORALLY."
Can you, in good conscience, state unequivocally that Dr. Sofen SHOULD wield the LIFESTONE?

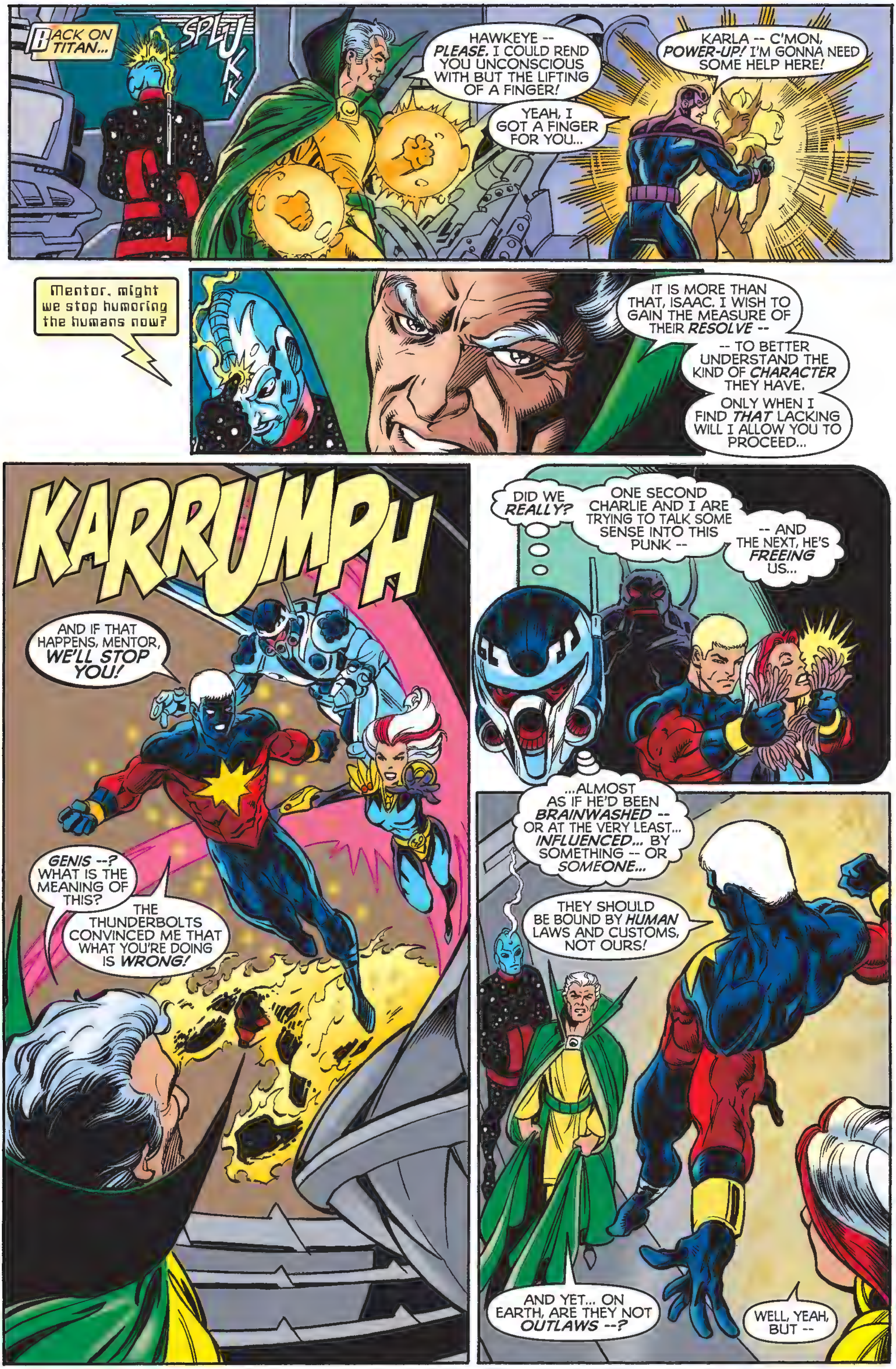

Your silence betrays you, CLINT BARTON.
The gravimetric template which empowered the original Lifestone gem --
-- was meant for one of the eight worthy chosen candidates to serve as a GUARDIAN OF THE GALAXY.
"It is only by a quirk of SPATIAL PHYSICS that FRAGMENTS of the various shattered gems arrived in this solar system."
A greater coincidence that the gravimetric template fragment was uncovered by BYRON BRECTON --
-- and a premeditated act of PSYCHOLOGICAL THEFT that enabled Dr. Sofen to take the gem from him!
I KNOW WHAT I DID, COMPUTER, BUT CAN YOU READ MY MIND *NOW?*
DO YOU *REALLY* KNOW HOW I *FEEL* ABOUT THE PERSON I -- WAS -- OR THE ONE THAT I *CAN* BE?
WITHOUT THAT NECESSARY DATA, THEN HOW DO *YOU* ARRIVE AT YOUR CONCLUSIONS?
YOU ADMITTED MY EMOTIONAL PROBLEMS BEGAN BECAUSE IT WAS MY *OWN* SUBCONSCIOUS MIND --
-- REACHING OUT TO THE *ARCHIVAL LIBRARY* OF THE ORIGINAL LIFESTONE RECIPIENT!
I WAS TRYING TO FIND ANSWERS TO THE QUESTIONS I HAD --
-- TRYING TO UNDERSTAND THE *NEW PATH* I HAD CHOSEN TO WALK!
TRYING TO MAKE SENSE OF THE NEW FEELINGS I HAD -- DUTY, RESPONSIBILITY, FRIENDSHIP --

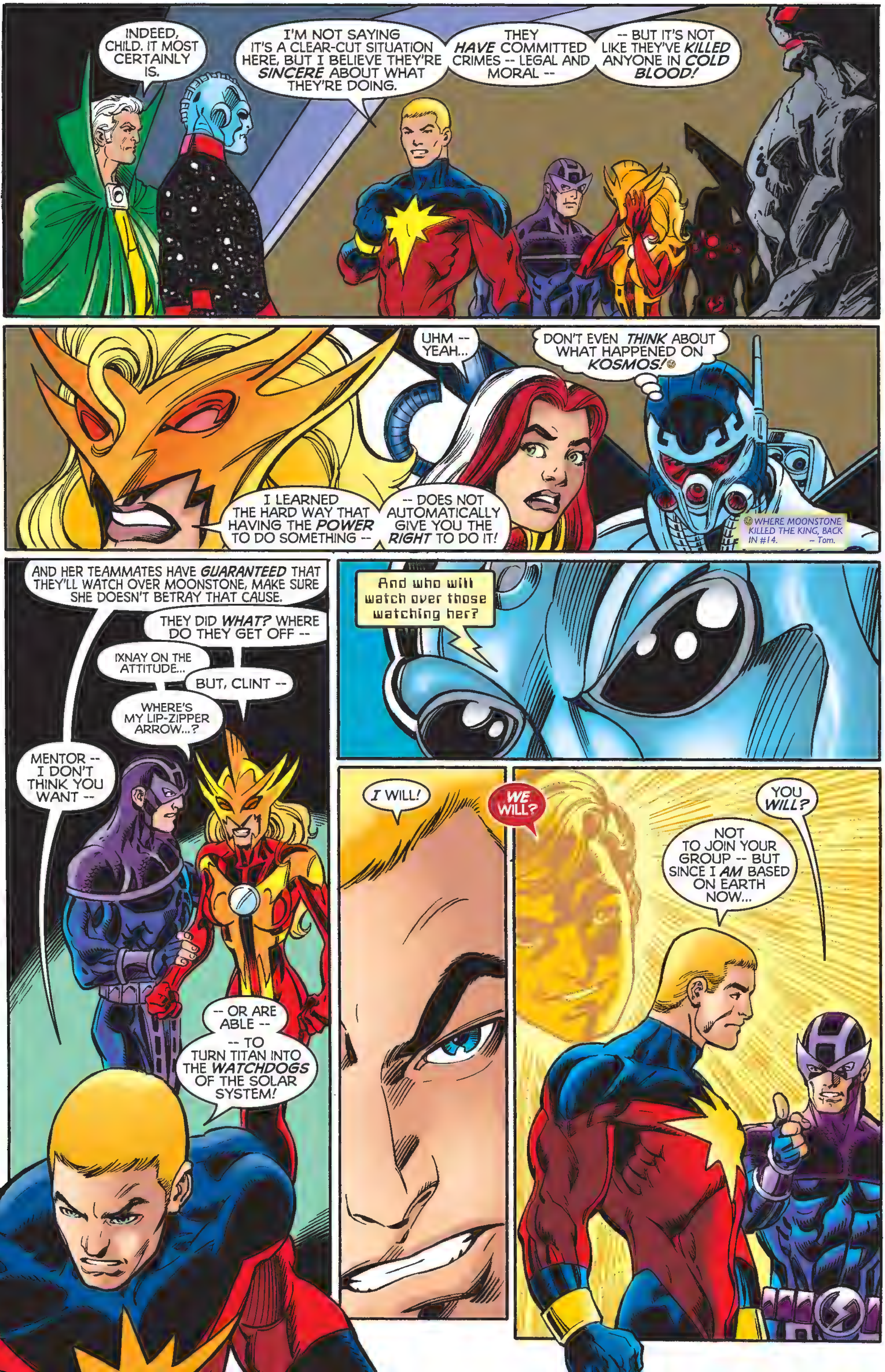

It is more than punishment for crimes committed, Mentor.
The ALIEN INCURSION into this sector of space will result in many races --
SHE HAS A POINT, ISAAC --
-- IS Dr. SOFEN BEING PUNISHED FOR WHAT SHE *DID* TO THE DETRIMENT OF WHAT SHE *CAN* DO?
-- desiring the myriad Lifestone fragments in this solar system for themselves.
UNDERSTOOD, BUT THIS SECTOR HAS WITHSTOOD *GALACTUS, THANOS* --
-- SO MANY THREATS --
-- SURELY THEN, THAT IS AN ARGUMENT FOR ALLOWING HER TO *KEEP* THE POWER --
-- *IF* SHE WILL USE IT FOR *GOOD!*
IT DOESN'T MATTER ANY MORE, MENTHOS!
THWAKK
Uk.
TZZCHSSSZZK
ISAAC?!
THE TIN CAN DOESN'T MAKE THE DECISIONS ANYMORE!
THE BLINKING LIGHT IN MY HELMET SENSOR ARRAY IS AN *AUDIO RECEPTOR.*
A FREQUENCY *BEYOND* HUMAN HEARING --
-- IS *MEL* DOING THAT? EVEN WITH THOSE WORM-THINGS --
-- I THOUGHT HER POWERS WERE *USELESS* WITHOUT HER *SONIC CARAPACE!*

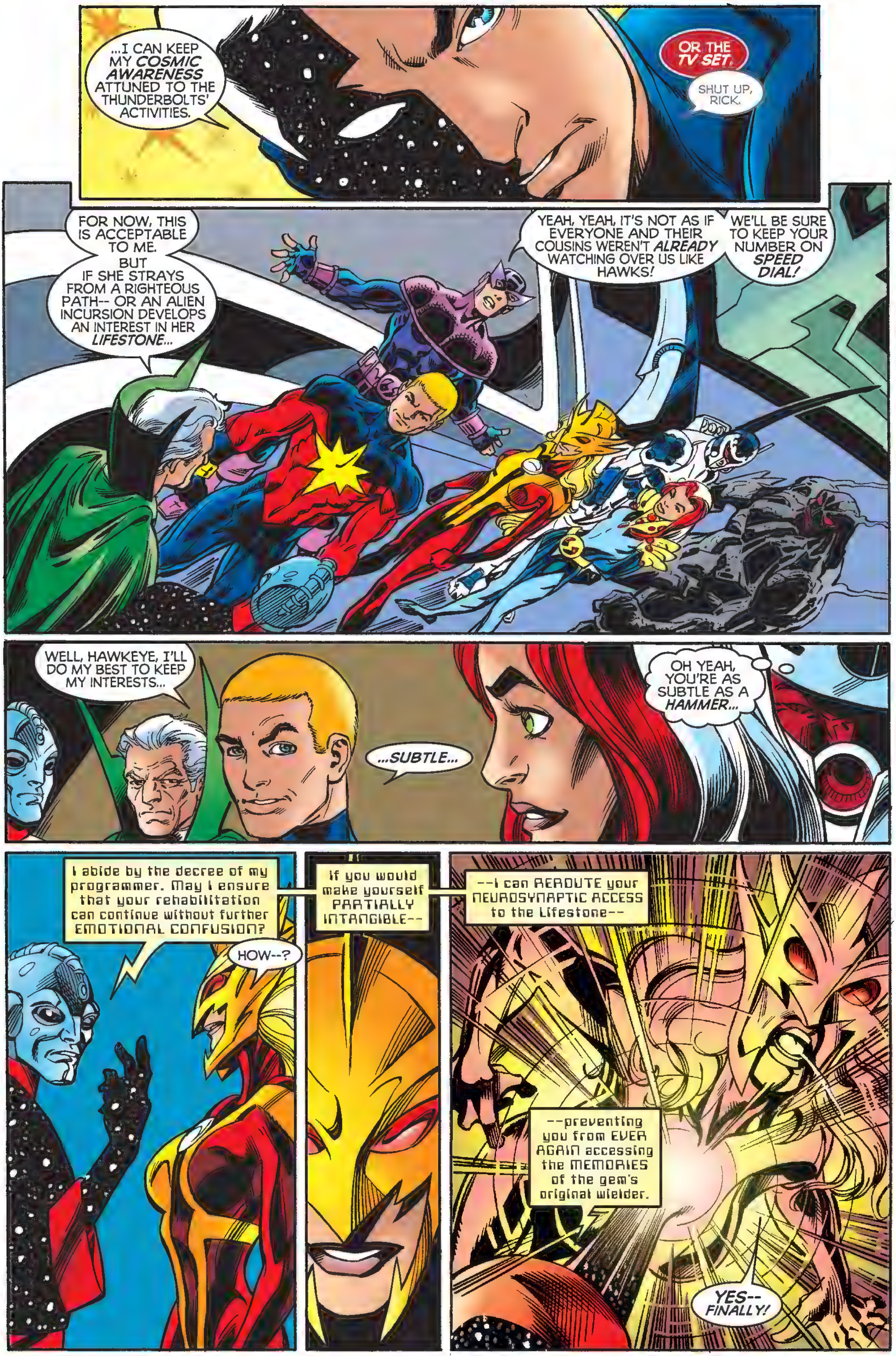

ON EARTH IN DOOMSTADT...
...CAPITAL OF THE SMALL BALKAN NATION OF LATVERIA...
TELEVISION?
IF THE MASTER WERE TO LEARN WE PIRATE CABLE CHANNELS FROM NEARBY SYMKARIA, HE WOULD BE RATHER UPSET...
...LET'S SEE HOW CNN COMES IN...
Ah, MISS RIORDAN, YOU ARE AWAKENED?
FORGIVE MY BAD ENGLISH.
SHZZAKK
COMING LIVE AS -- -- NAMED ATLAS RUNS AMOK THROUGH --
SHKZZ
SHKKZZZ
ERIK?!
I CAN'T WALK -- CAN'T HELP... I'M -- USELESS...
A STORAGE DEPOT FOR THE COMMISSION ON SUPERHUMAN ACTIVITIES OUTSIDE OF LANGLEY, VIRGINIA...
HERE'S THE CRATE YOU WANTED DELIVERED FROM COLORADO, Mr. WARTON.
THANK YOU, BILL.
YOU MUSTA PULLED SOME MIGHTY BIG STRINGS TO GET THIS THING -- IT HAD A HOLD ORDER ON IT FROM Mr. GYRICH HIMSELF.
YES, WELL, PETER IS INTIMATELY INVOLVED IN THE REASONS FOR THIS MATERIAL BEING RELEASED TO MY CARE...

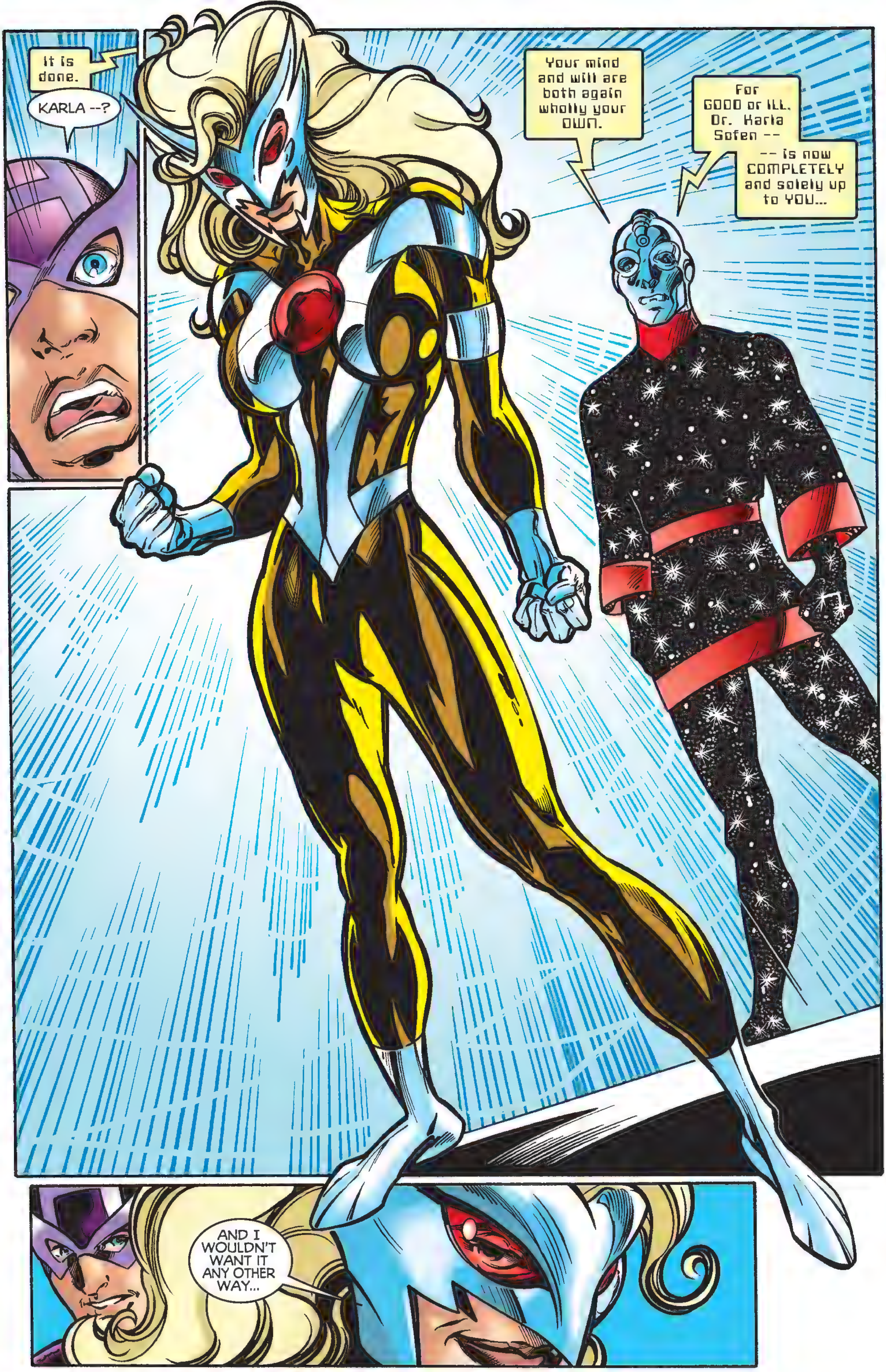

MEANWHILE, OFF THE 101 NORTH OF LOS ANGELES --
-- SUPERHUMAN PSYCHOLOGIST-SLASH-AUTHOR ANDREA STERMAN --
-- MEETS WITH BOB HAGGERT, THE MAN WHO INITIATED HER LATEST QUIXOTIC QUEST INTO THE UNDERBELLY OF THE PARAHUMAN BEAST...
THAT'S EVERYTHING, huh?
MISSING A CROSSED "T" OR TWO, BUT YEAH, THAT'S THE REASON WHY YOUR SISTER WAS KILLED AT ROXXON.
WOW.
THIS IS BIGGER THAN I THOUGHT.
IF YOU WROTE THE BOOK, HOW MUCH OF IT WOULD STAND UP UNDER SCRUTINY?
NOT ENOUGH. THAT'S WHY I DIDN'T WANT TO CONTINUE WITHOUT YOUR PERMISSION.
ME --?
TO REVEAL THE CONSPIRACY BEHIND YOUR SISTER'S MURDER WOULD CREATE A LOT OF TENSION IN THIS COUNTRY --
-- BETWEEN MAN AND SUPERMAN AND THE GOVERNMENT.
SO THE HARD QUESTION FALLS INTO YOUR LAP...
"...IS THE TRUTH OF YOUR SISTER'S DEATH WORTH STARTING A SUPERHUMAN WORLD WAR?"
ROGER --?
CASTLE MASADA IN THE EUROPEAN NATION OF SYMKARIA STANDS AS THE ORIGINAL HEADQUARTERS --
--OF THE COVERT LAW-ENFORCEMENT SQUADRON KNOWN AS THE V-BATTALION...
BETTY --?! IT'S DANGEROUS FOR YOU IN HERE!
POSH. I DON'T HAVE A SUPER-SOLDIER SERUM DERIVATIVE PROVIDING ME THE VIGOR OF A PERSON HALF MY AGE LIKE YOU DO --

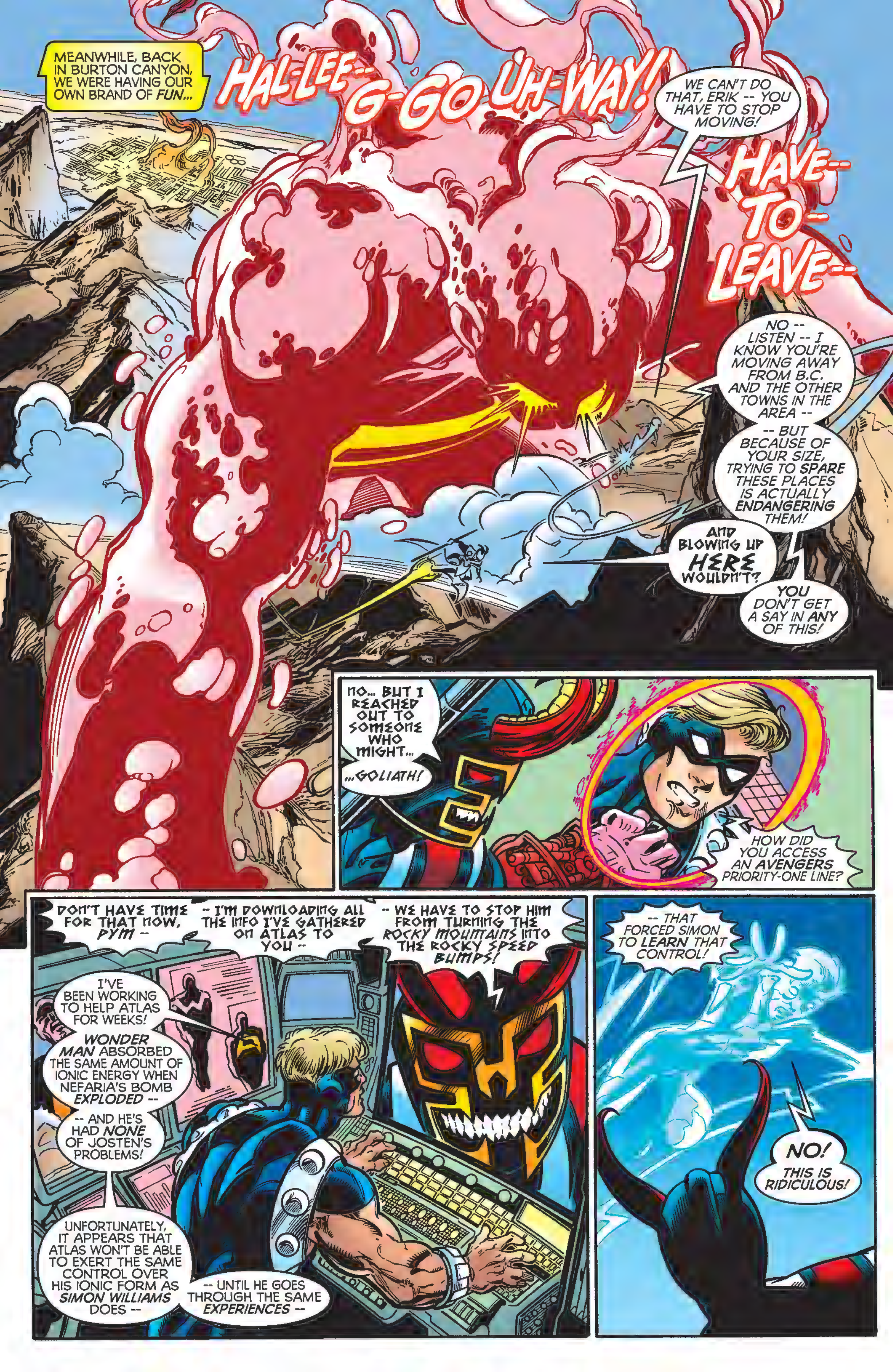

-- BUT I *CAN* STILL MOVE THESE OLD BONES QUICKLY ENOUGH --
-- TO HIT AN *"OFF"* SWITCH!
COMBAT SEQUENCE LEVEL 10 ACTIVATED.
LEVEL TEN --?! THAT'S *LETHAL FORCE* -- WHAT ARE YOU DOING?!
I -- I -- DIDN'T --
TEK
I MIGHT BE WEARING THE UNIFORM OF *THE MIGHTY DESTROYER* MORE OFTEN LATELY, ELIZABETH, BUT I ASSURE YOU --
-- IT'S JUST AN *AFFECTATION!* I HAVE NO DESIRE TO PLAY THE ROLE OF *SUPER HERO* AGAIN!
I -- I'M SORRY, ROGER -- I MUST HAVE HIT THE WRONG BUTTONS...
...I GUESS MY MEMORY ISN'T... WHAT IT USED TO BE...
WELL, SINCE THE KEEN MIND OF THE *SILVER SCORPION* SOLVED MANY A MYSTERY, BETTY --
-- I'M SURE THAT WHATEVER YOU HAVE *LEFT* IS MORE THAN MOST OF US HAD TO OFFER TO *BEGIN* WITH!
Hmm... YES... THANK YOU, *Mr. AUBREY,* SUCH UNACCUSTOMED CHIVALRY.
I HAVE MY MOMENTS, MISS *BARSTOW.* WHAT DID YOU WANT ME TO SEE?
A LIVE FEED FROM BURTON CANYON, COLORADO.
OUR SUSPICIONS WERE ACCURATE. HE *HAS* ACTIVATED THE *WEAPON!*
WE WERE RIGHT TO HAVE ORDERED THE *ASSASSINATION.*
AND AGENT RIORDAN WAS CORRECT IN *QUESTIONING* THOSE ORDERS, ROGER!
WE HAD NO CHOICE! CONTACT *WARBECK* --
-- WE HAVE TO ACCELERATE THE *CONTINGENCY PLAN...*

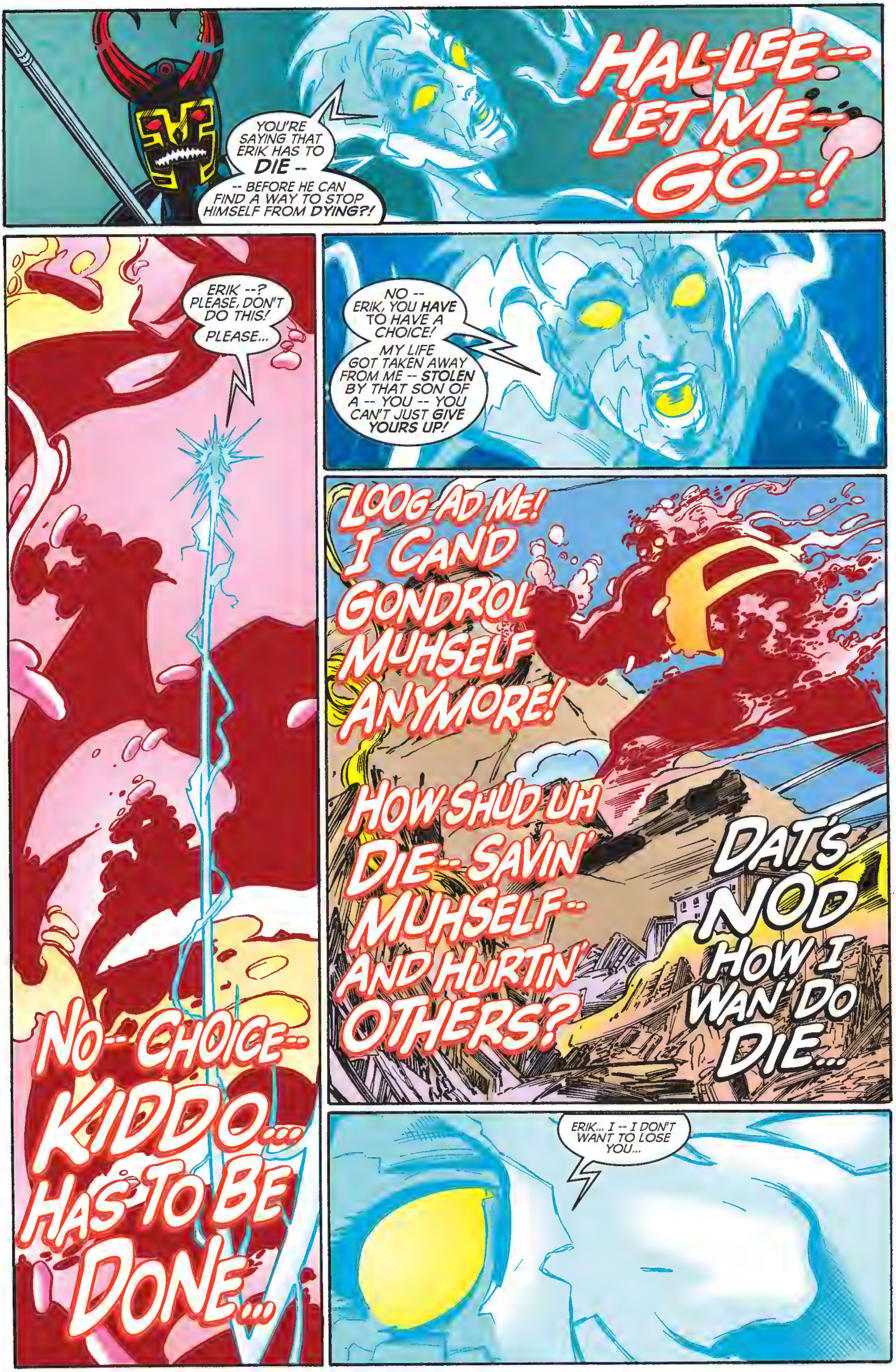

BACK ON TITAN...
SPLUKK
HAWKEYE -- PLEASE. I COULD REND YOU UNCONSCIOUS WITH BUT THE LIFTING OF A FINGER!
YEAH, I GOT A FINGER FOR YOU...
KARLA -- C'MON, POWER-UP! I'M GONNA NEED SOME HELP HERE!
Mentor, might we stop humoring the humans now?
IT IS MORE THAN THAT, ISAAC. I WISH TO GAIN THE MEASURE OF THEIR RESOLVE --
-- TO BETTER UNDERSTAND THE KIND OF CHARACTER THEY HAVE.
ONLY WHEN I FIND THAT LACKING WILL I ALLOW YOU TO PROCEED...
KARRUMPH
AND IF THAT HAPPENS, MENTOR, WE'LL STOP YOU!
GENIS --? WHAT IS THE MEANING OF THIS?
THE THUNDERBOLTS CONVINCED ME THAT WHAT YOU'RE DOING IS WRONG!
DID WE REALLY?
ONE SECOND CHARLIE AND I ARE TRYING TO TALK SOME SENSE INTO THIS PUNK --
-- AND THE NEXT, HE'S FREEING US...
...ALMOST AS IF HE'D BEEN BRAINWASHED -- OR AT THE VERY LEAST... INFLUENCED... BY SOMETHING -- OR SOMEONE...
THEY SHOULD BE BOUND BY HUMAN LAWS AND CUSTOMS, NOT OURS!
AND YET... ON EARTH, ARE THEY NOT OUTLAWS --?
WELL, YEAH, BUT --

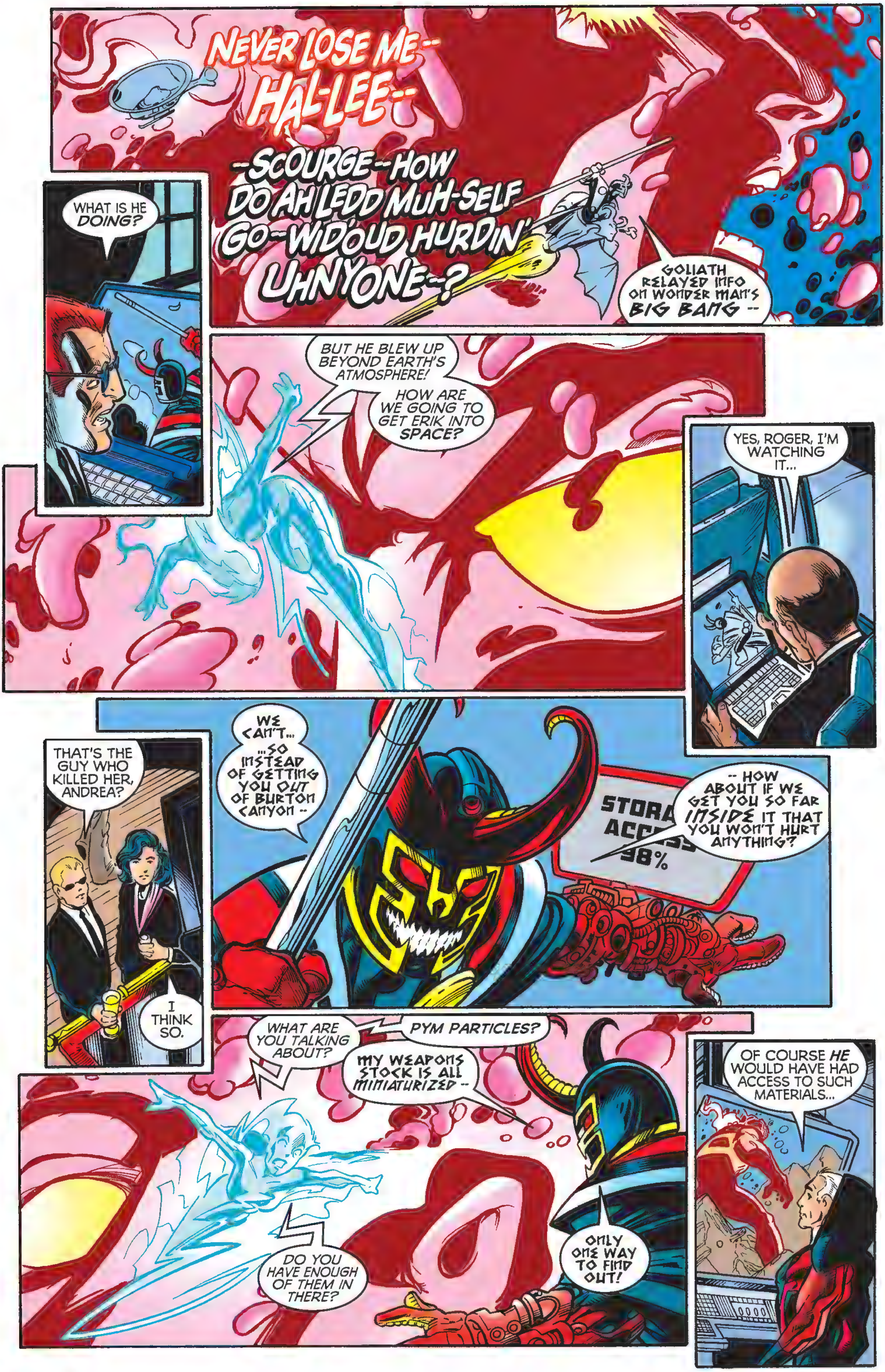

INDEED, CHILD. IT MOST CERTAINLY IS.
I'M NOT SAYING IT'S A CLEAR-CUT SITUATION HERE, BUT I BELIEVE THEY'RE *SINCERE* ABOUT WHAT THEY'RE DOING.
THEY *HAVE* COMMITTED CRIMES -- LEGAL AND MORAL --
-- BUT IT'S NOT LIKE THEY'VE *KILLED* ANYONE IN *COLD BLOOD!*
UHM -- YEAH...
DON'T EVEN *THINK* ABOUT WHAT HAPPENED ON *KOSMOS!*
I LEARNED THE HARD WAY THAT HAVING THE *POWER* TO DO SOMETHING --
-- DOES NOT AUTOMATICALLY GIVE YOU THE *RIGHT* TO DO IT!
WHERE MOONSTONE KILLED THE KING, BACK IN #14. -- Tom.
AND HER TEAMMATES HAVE *GUARANTEED* THAT THEY'LL WATCH OVER MOONSTONE, MAKE SURE SHE DOESN'T BETRAY THAT CAUSE.
THEY DID *WHAT?* WHERE DO THEY GET OFF --
IXNAY ON THE ATTITUDE...
BUT, CLINT --
WHERE'S MY LIP-ZIPPER ARROW...?
MENTOR -- I DON'T THINK YOU WANT --
-- OR ARE ABLE --
-- TO TURN TITAN INTO THE *WATCHDOGS* OF THE SOLAR SYSTEM!
And who will watch over those watching her?
I WILL!
WE WILL?
YOU *WILL?*
NOT TO JOIN YOUR GROUP -- BUT SINCE I *AM* BASED ON EARTH NOW...

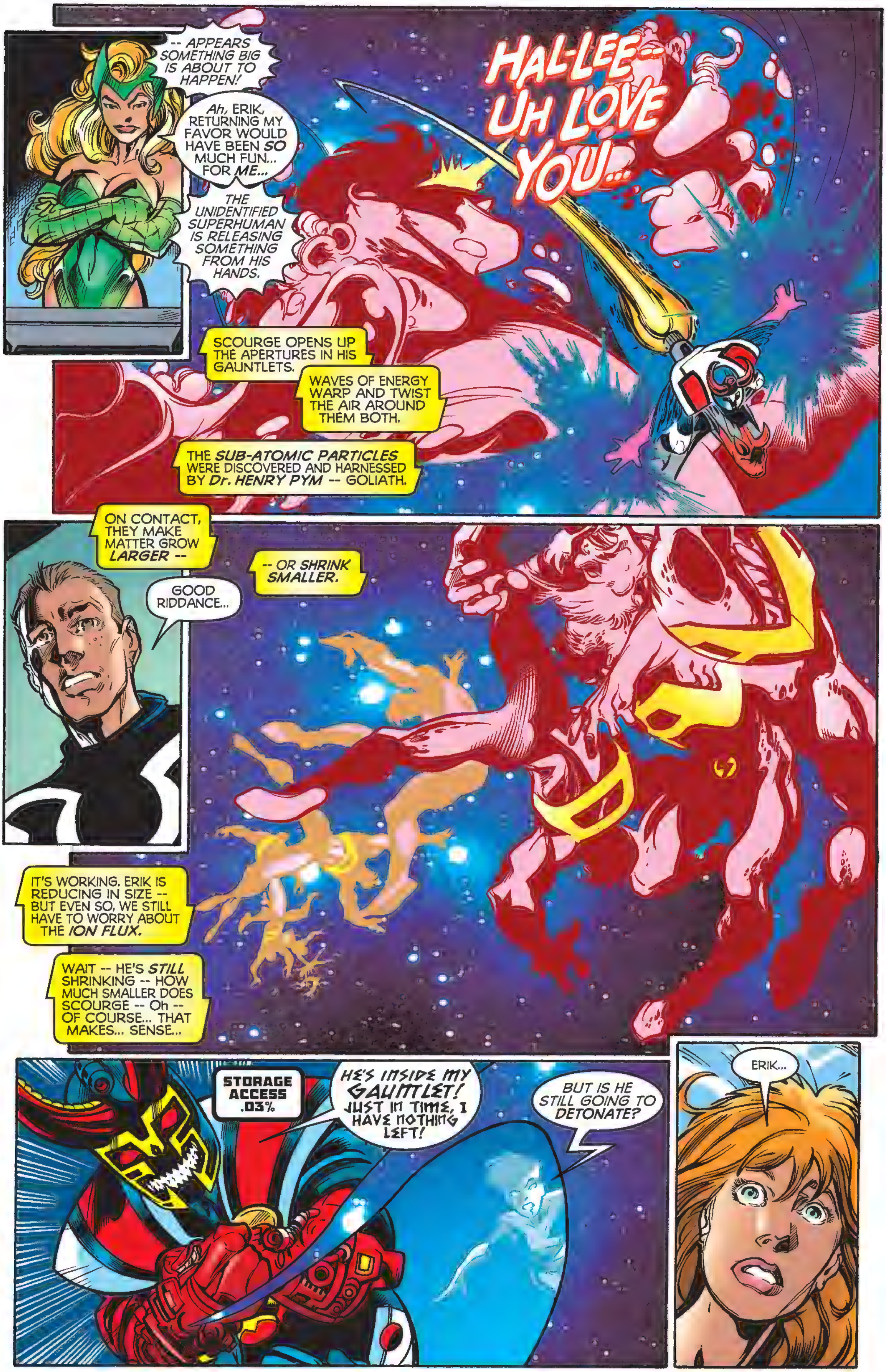

...I CAN KEEP MY *COSMIC AWARENESS* ATTUNED TO THE THUNDERBOLTS' ACTIVITIES.
OR THE *TV SET.*
SHUT UP, RICK.
FOR NOW, THIS IS ACCEPTABLE TO ME. BUT IF SHE STRAYS FROM A RIGHTEOUS PATH-- OR AN ALIEN INCURSION DEVELOPS AN INTEREST IN HER *LIFESTONE*...
YEAH, YEAH, IT'S NOT AS IF EVERYONE AND THEIR COUSINS WEREN'T *ALREADY* WATCHING OVER US LIKE HAWKS!
WE'LL BE SURE TO KEEP YOUR NUMBER ON *SPEED DIAL!*
WELL, HAWKEYE, I'LL DO MY BEST TO KEEP MY INTERESTS...
...SUBTLE...
OH YEAH, YOU'RE AS SUBTLE AS A *HAMMER*...
I abide by the decree of my programmer. May I ensure that your rehabilitation can continue without further EMOTIONAL CONFUSION?
HOW--?
If you would make yourself PARTIALLY INTANGIBLE--
--I can REROUTE your NEUROSYNAPTIC ACCESS to the Lifestone--
--preventing you from EVER AGAIN accessing the MEMORIES of the gem's original wielder.
YES-- FINALLY!

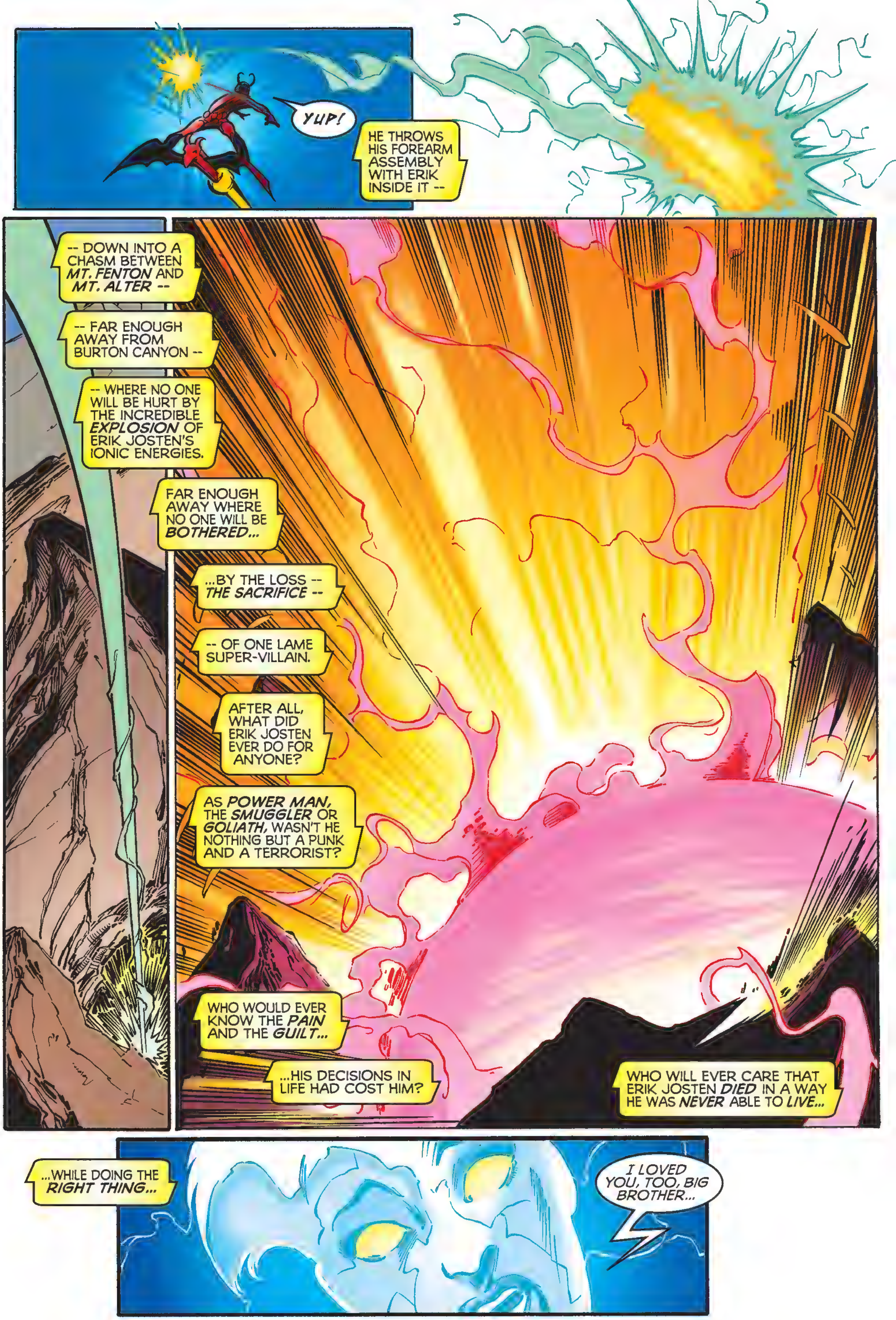

It is done.
KARLA --?
Your mind and will are both again wholly your OWN.
For GOOD or ILL, Dr. Karla Sofen --
-- is now COMPLETELY and solely up to YOU...
AND I WOULDN'T WANT IT ANY OTHER WAY...

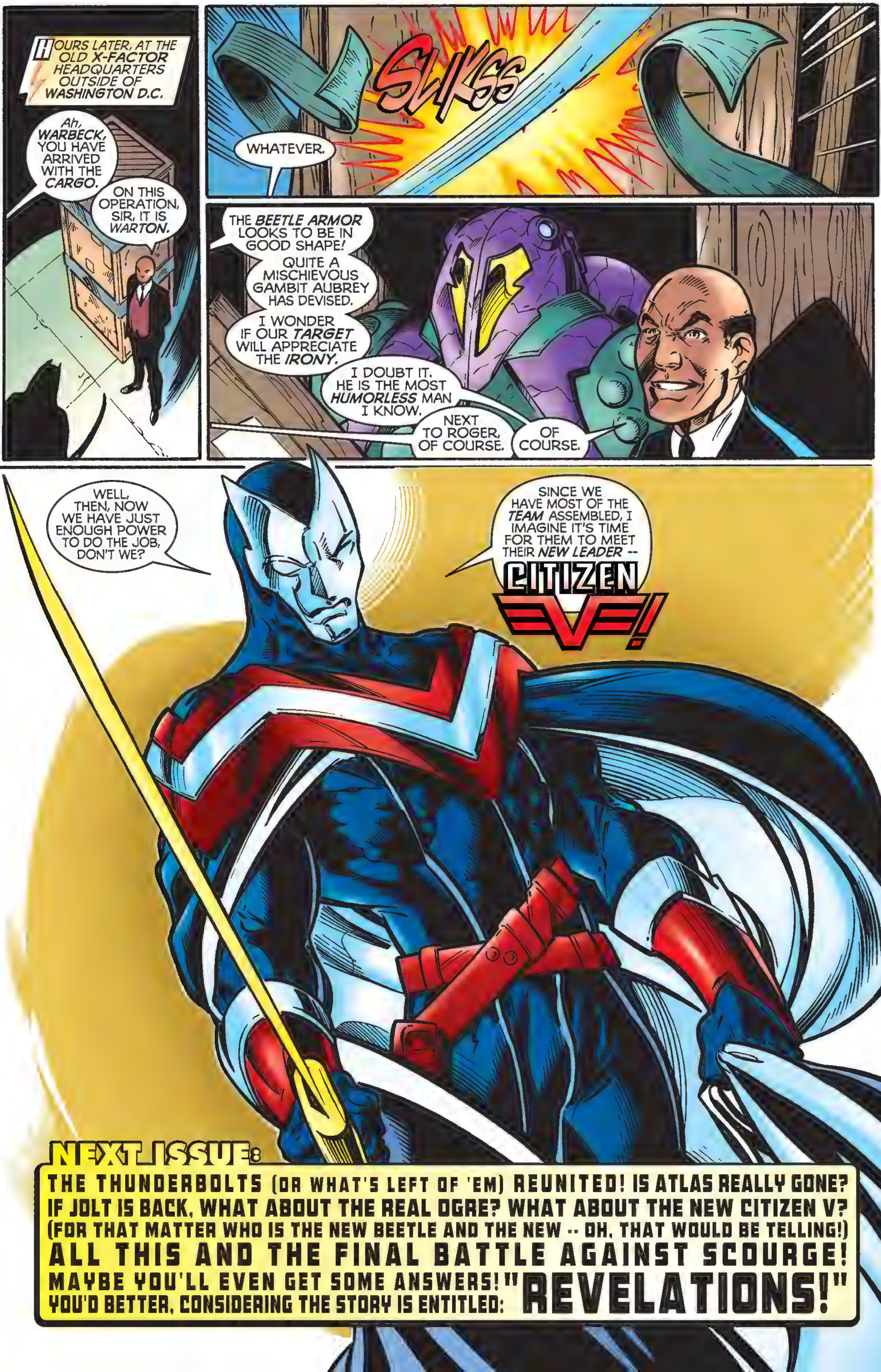

MEANWHILE, BACK IN BURTON CANYON, WE WERE HAVING OUR OWN BRAND OF *FUN...*
HAL-LEE-- G-GO-UH-WAY!
WE CAN'T DO THAT, ERIK -- YOU HAVE TO STOP MOVING!
HAVE-- TO-- LEAVE--
NO -- LISTEN -- I KNOW YOU'RE MOVING AWAY FROM B.C. AND THE OTHER TOWNS IN THE AREA --
-- BUT BECAUSE OF YOUR SIZE, TRYING TO *SPARE* THESE PLACES IS ACTUALLY *ENDANGERING* THEM!
AND BLOWING UP *HERE* WOULDN'T?
YOU DON'T GET A SAY IN *ANY* OF THIS!
NO... BUT I REACHED OUT TO SOMEONE WHO MIGHT...
...*GOLIATH!*
HOW DID YOU ACCESS AN *AVENGERS* PRIORITY-ONE LINE?
DON'T HAVE TIME FOR THAT NOW, *PYM* --
-- I'M DOWNLOADING ALL THE INFO I'VE GATHERED ON ATLAS TO YOU --
-- WE HAVE TO STOP HIM FROM TURNING THE *ROCKY MOUNTAINS* INTO THE *ROCKY SPEED BUMPS!*
I'VE BEEN WORKING TO HELP ATLAS FOR WEEKS!
WONDER MAN ABSORBED THE SAME AMOUNT OF IONIC ENERGY WHEN NEFARIA'S BOMB *EXPLODED* --
-- AND HE'S HAD *NONE* OF JOSTEN'S PROBLEMS!
UNFORTUNATELY, IT APPEARS THAT ATLAS WON'T BE ABLE TO EXERT THE SAME CONTROL OVER HIS IONIC FORM AS *SIMON WILLIAMS* DOES --
-- UNTIL HE GOES THROUGH THE SAME *EXPERIENCES* --
-- THAT FORCED SIMON TO *LEARN* THAT CONTROL!
NO! THIS IS *RIDICULOUS!*


YOU'RE SAYING THAT ERIK HAS TO DIE -- -- BEFORE HE CAN FIND A WAY TO STOP HIMSELF FROM DYING?!
HAL-LEE-- LET ME-- GO--!
ERIK --? PLEASE, DON'T DO THIS! PLEASE...
NO -- ERIK, YOU HAVE TO HAVE A CHOICE! MY LIFE GOT TAKEN AWAY FROM ME -- STOLEN BY THAT SON OF A -- YOU -- YOU CAN'T JUST GIVE YOURS UP!
LOOG AD ME! I CAN'D GONDROL MUHSELF ANYMORE!
HOW SHUD UH DIE-- SAVIN' MUHSELF-- AND HURTIN' OTHERS?
DAT'S NOD HOW I WAN' DO DIE...
NO-- CHOICE-- KIDDO... HAS TO BE DONE...!
ERIK... I -- I DON'T WANT TO LOSE YOU...


NEVER LOSE ME-- HAL-LEE--
-SCOURGE--HOW DO AH LEDD MUH-SELF GO--WIDOUD HURDIN' UHNYONE--?
GOLIATH RELAYED INFO ON WONDER MAN'S *BIG BANG* --
WHAT IS HE *DOING?*
BUT HE BLEW UP BEYOND EARTH'S ATMOSPHERE!
HOW ARE WE GOING TO GET ERIK INTO *SPACE?*
YES, ROGER, I'M WATCHING IT...
THAT'S THE GUY WHO KILLED HER, ANDREA?
I THINK SO.
WE CAN'T...
...SO INSTEAD OF GETTING YOU OUT OF BURTON CANYON --
STORA
ACC SS
98%
-- HOW ABOUT IF WE GET YOU SO FAR *INSIDE* IT THAT YOU WON'T HURT ANYTHING?
WHAT ARE YOU TALKING ABOUT?
PYM PARTICLES?
MY WEAPONS STOCK IS ALL MINIATURIZED --
DO YOU HAVE ENOUGH OF THEM IN THERE?
ONLY ONE WAY TO FIND OUT!
OF COURSE *HE* WOULD HAVE HAD ACCESS TO SUCH MATERIALS...

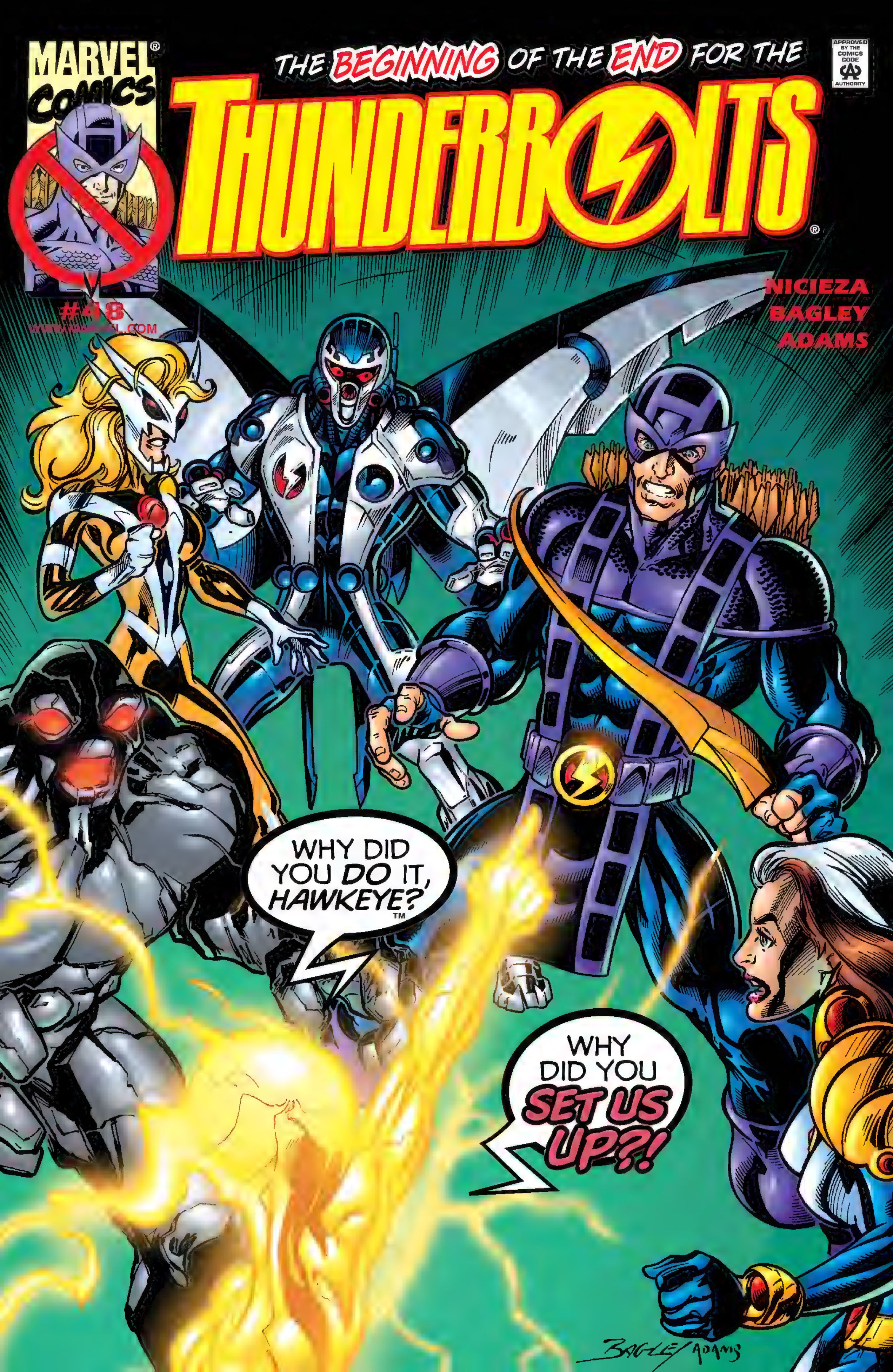

-- APPEARS SOMETHING BIG IS ABOUT TO HAPPEN!
Ah, ERIK, RETURNING MY FAVOR WOULD HAVE BEEN SO MUCH FUN... FOR ME...
THE UNIDENTIFIED SUPERHUMAN IS RELEASING SOMETHING FROM HIS HANDS.
HAL-LEE-- UH LOVE YOU...
SCOURGE OPENS UP THE APERTURES IN HIS GAUNTLETS.
WAVES OF ENERGY WARP AND TWIST THE AIR AROUND THEM BOTH.
THE SUB-ATOMIC PARTICLES WERE DISCOVERED AND HARNESSED BY Dr. HENRY PYM -- GOLIATH.
ON CONTACT, THEY MAKE MATTER GROW LARGER --
-- OR SHRINK SMALLER.
GOOD RIDDANCE...
IT'S WORKING. ERIK IS REDUCING IN SIZE -- BUT EVEN SO, WE STILL HAVE TO WORRY ABOUT THE ION FLUX.
WAIT -- HE'S STILL SHRINKING -- HOW MUCH SMALLER DOES SCOURGE -- Oh -- OF COURSE... THAT MAKES... SENSE...
STORAGE ACCESS .03%
HE'S INSIDE MY GAUNTLET! JUST IN TIME, I HAVE NOTHING LEFT!
BUT IS HE STILL GOING TO DETONATE?
ERIK...


YUP!
HE THROWS HIS FOREARM ASSEMBLY WITH ERIK INSIDE IT --
-- DOWN INTO A CHASM BETWEEN MT. FENTON AND MT. ALTER --
-- FAR ENOUGH AWAY FROM BURTON CANYON --
-- WHERE NO ONE WILL BE HURT BY THE INCREDIBLE EXPLOSION OF ERIK JOSTEN'S IONIC ENERGIES.
FAR ENOUGH AWAY WHERE NO ONE WILL BE BOTHERED...
...BY THE LOSS -- THE SACRIFICE --
-- OF ONE LAME SUPER-VILLAIN.
AFTER ALL, WHAT DID ERIK JOSTEN EVER DO FOR ANYONE?
AS POWER MAN, THE SMUGGLER OR GOLIATH, WASN'T HE NOTHING BUT A PUNK AND A TERRORIST?
WHO WOULD EVER KNOW THE PAIN AND THE GUILT...
...HIS DECISIONS IN LIFE HAD COST HIM?
WHO WILL EVER CARE THAT ERIK JOSTEN DIED IN A WAY HE WAS NEVER ABLE TO LIVE...
...WHILE DOING THE RIGHT THING...
I LOVED YOU, TOO, BIG BROTHER...


HOURS LATER, AT THE OLD X-FACTOR HEADQUARTERS OUTSIDE OF WASHINGTON D.C.
Ah, WARBECK, YOU HAVE ARRIVED WITH THE CARGO.
ON THIS OPERATION, SIR, IT IS WARTON.
WHATEVER.
SLIKSS
THE BEETLE ARMOR LOOKS TO BE IN GOOD SHAPE!
QUITE A MISCHIEVOUS GAMBIT AUBREY HAS DEVISED.
I WONDER IF OUR TARGET WILL APPRECIATE THE IRONY.
I DOUBT IT. HE IS THE MOST HUMORLESS MAN I KNOW.
NEXT TO ROGER, OF COURSE.
OF COURSE.
WELL, THEN, NOW WE HAVE JUST ENOUGH POWER TO DO THE JOB, DON'T WE?
SINCE WE HAVE MOST OF THE TEAM ASSEMBLED, I IMAGINE IT'S TIME FOR THEM TO MEET THEIR NEW LEADER -- CITIZEN V!

NEXT ISSUE:

THE THUNDERBOLTS (OR WHAT'S LEFT OF 'EM) REUNITED! IS ATLAS REALLY GONE? IF JOLT IS BACK, WHAT ABOUT THE REAL OGRE? WHAT ABOUT THE NEW CITIZEN V? (FOR THAT MATTER WHO IS THE NEW BEETLE AND THE NEW -- OH, THAT WOULD BE TELLING!) ALL THIS AND THE FINAL BATTLE AGAINST SCOURGE! MAYBE YOU'LL EVEN GET SOME ANSWERS! YOU'D BETTER, CONSIDERING THE STORY IS ENTITLED: "REVELATIONS!"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THE BEGINNING OF THE END FOR THE
THUNDERBOLTS®
#48
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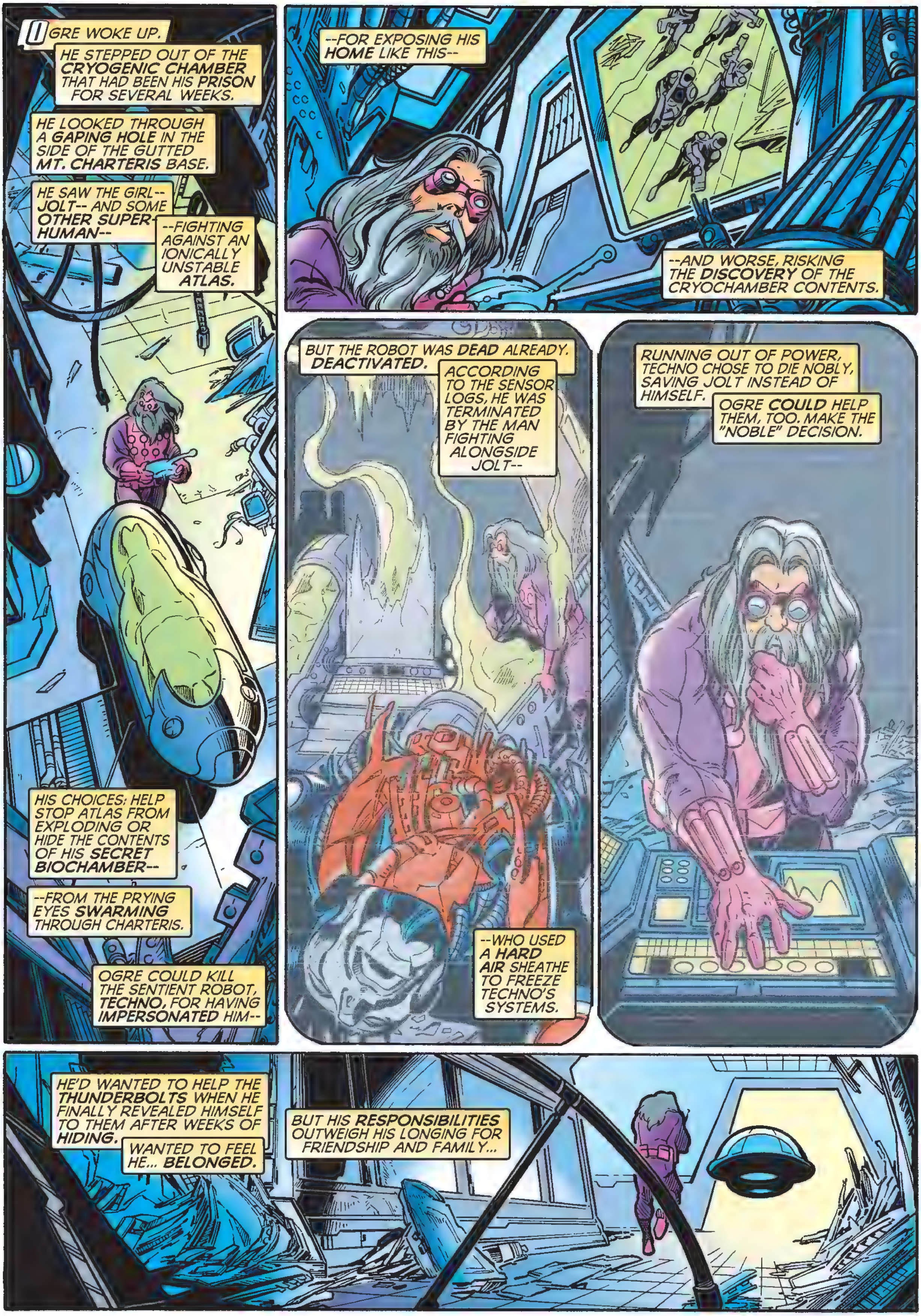
APPROVED BY THE COMICS CODE AUTHORITY
NICIEZA
BAGLEY
ADAMS
WHY DID YOU DO IT, HAWKEYE?™
WHY DID YOU SET US UP?!
BAGLEY/ADAMS


OGRE WOKE UP.
HE STEPPED OUT OF THE CRYOGENIC CHAMBER THAT HAD BEEN HIS PRISON FOR SEVERAL WEEKS.
HE LOOKED THROUGH A GAPING HOLE IN THE SIDE OF THE GUTTED MT. CHARTERIS BASE.
HE SAW THE GIRL-- JOLT-- AND SOME OTHER SUPER-HUMAN--
--FIGHTING AGAINST AN IONICALLY UNSTABLE ATLAS.
HIS CHOICES: HELP STOP ATLAS FROM EXPLODING OR HIDE THE CONTENTS OF HIS SECRET BIOCHAMBER--
--FROM THE PRYING EYES SWARMING THROUGH CHARTERIS.
OGRE COULD KILL THE SENTIENT ROBOT, TECHNO, FOR HAVING IMPERSONATED HIM--
--FOR EXPOSING HIS HOME LIKE THIS--
--AND WORSE, RISKING THE DISCOVERY OF THE CRYOCHAMBER CONTENTS.
BUT THE ROBOT WAS DEAD ALREADY. DEACTIVATED.
ACCORDING TO THE SENSOR LOGS, HE WAS TERMINATED BY THE MAN FIGHTING ALONGSIDE JOLT--
--WHO USED A HARD AIR SHEATHE TO FREEZE TECHNO'S SYSTEMS.
RUNNING OUT OF POWER, TECHNO CHOSE TO DIE NOBLY, SAVING JOLT INSTEAD OF HIMSELF.
OGRE COULD HELP THEM, TOO. MAKE THE "NOBLE" DECISION.
HE'D WANTED TO HELP THE THUNDERBOLTS WHEN HE FINALLY REVEALED HIMSELF TO THEM AFTER WEEKS OF HIDING.
WANTED TO FEEL HE... BELONGED.
BUT HIS RESPONSIBILITIES OUTWEIGH HIS LONGING FOR FRIENDSHIP AND FAMILY...

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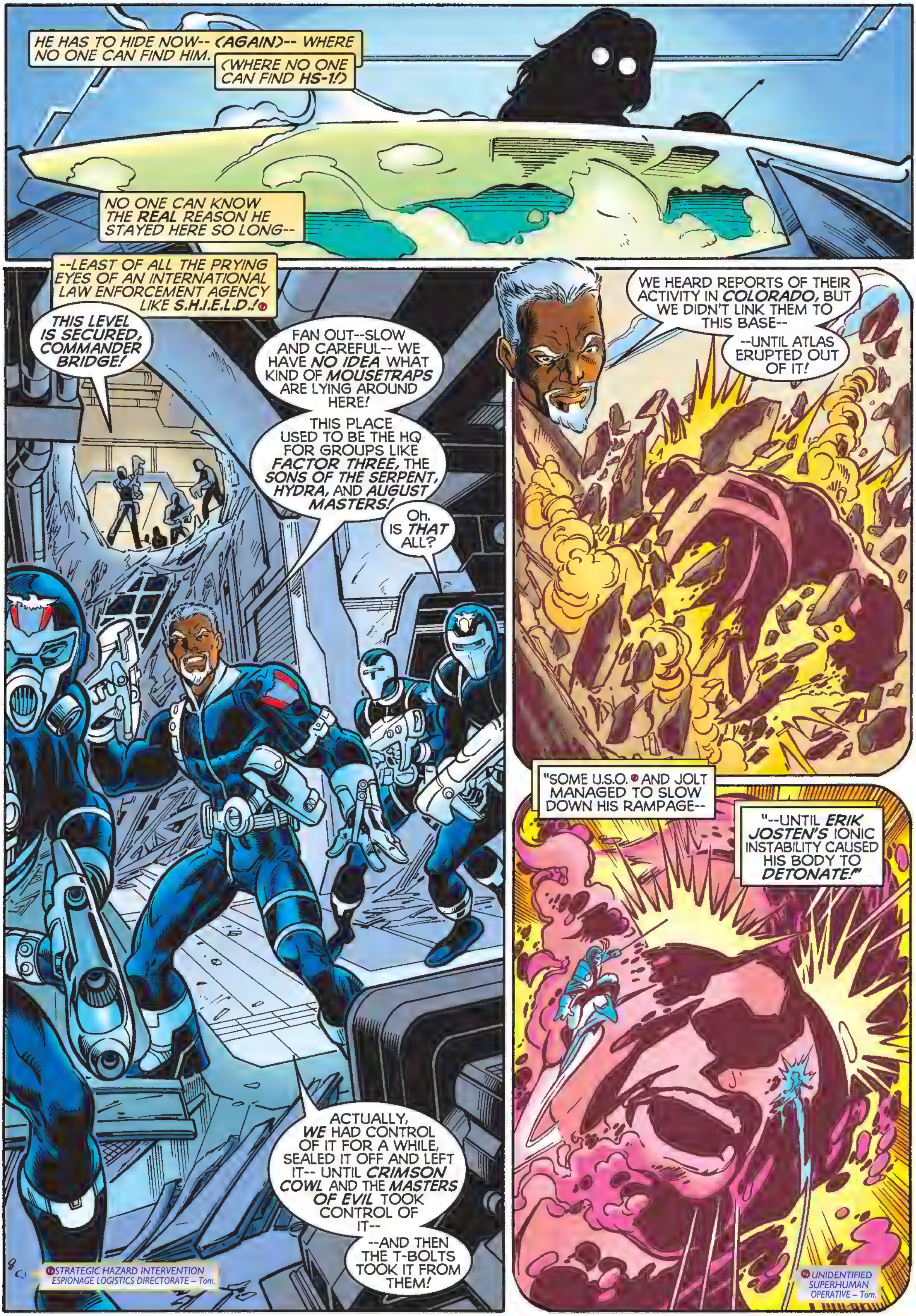
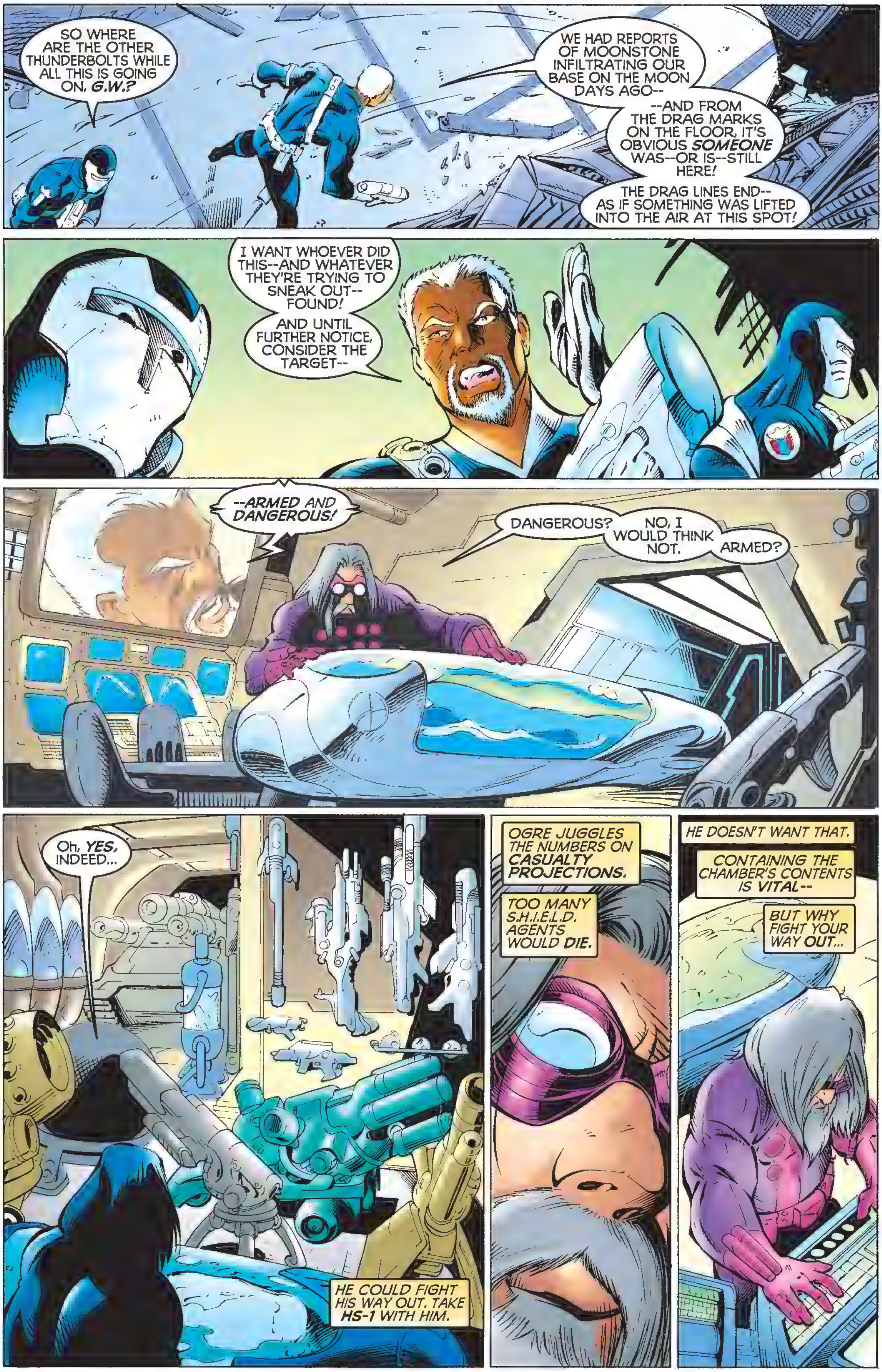
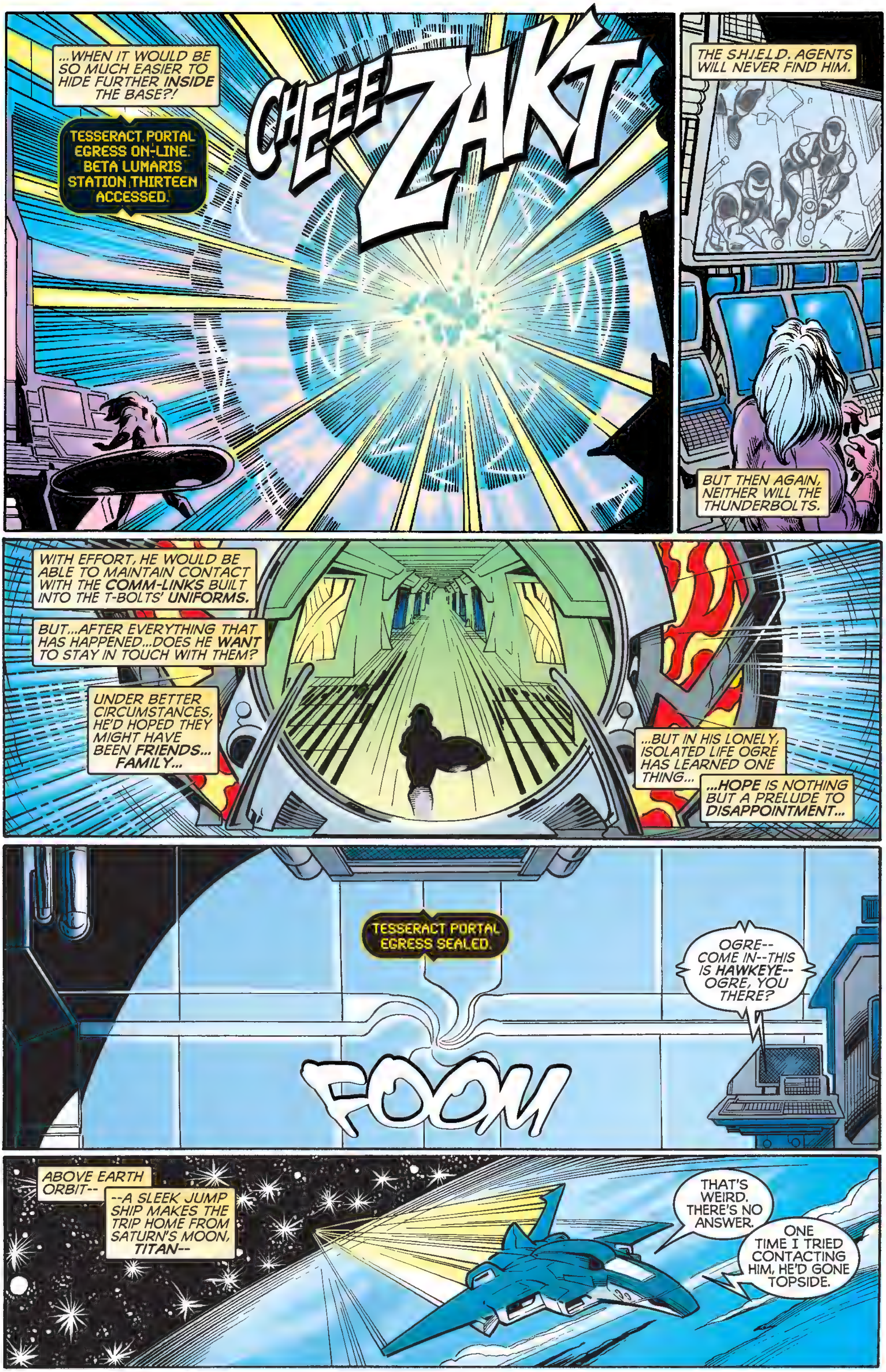
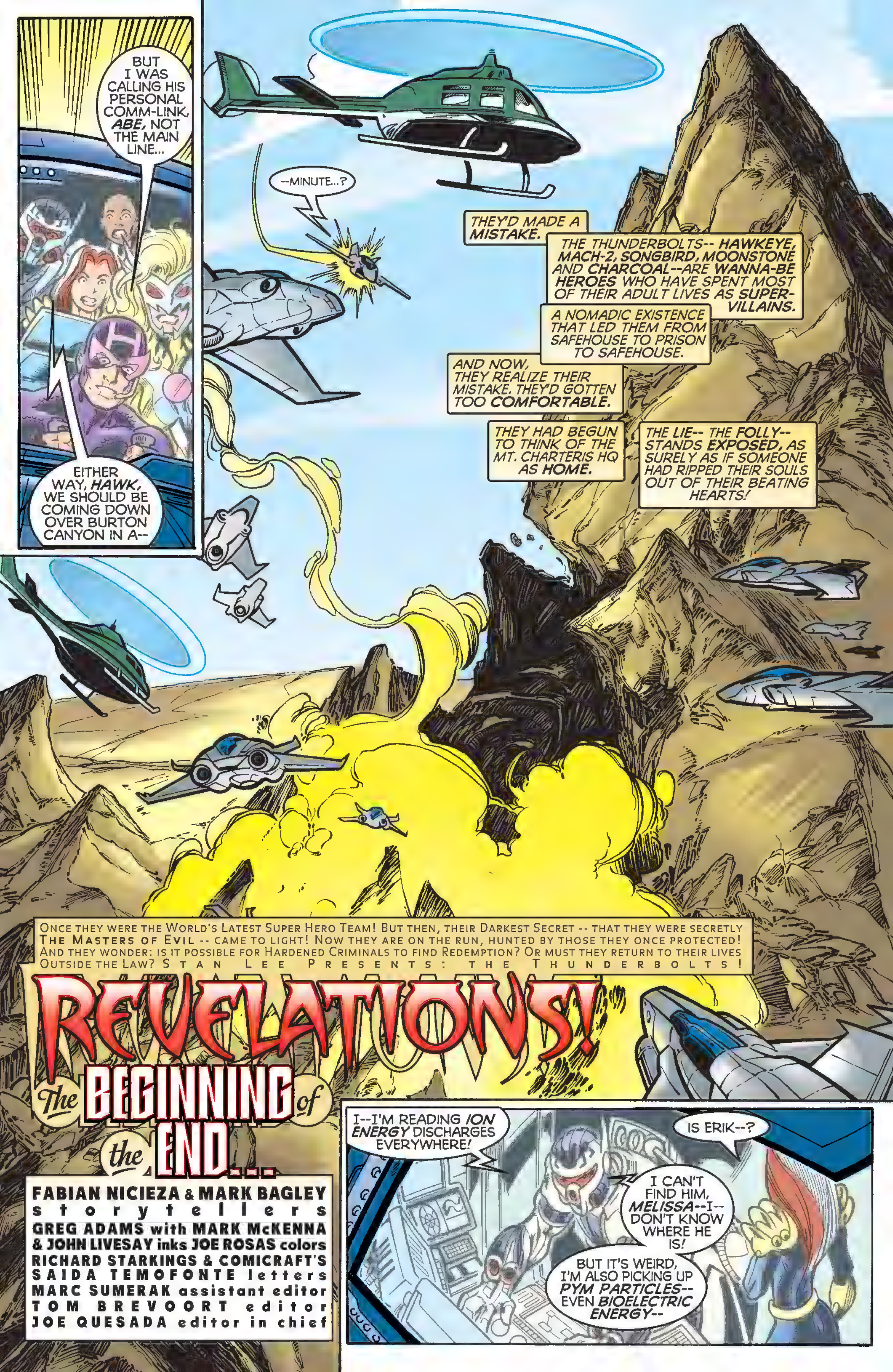

HE HAS TO HIDE NOW-- (AGAIN)-- WHERE NO ONE CAN FIND HIM.
(WHERE NO ONE CAN FIND HS-1!)
NO ONE CAN KNOW THE REAL REASON HE STAYED HERE SO LONG--
--LEAST OF ALL THE PRYING EYES OF AN INTERNATIONAL LAW ENFORCEMENT AGENCY LIKE S.H.I.E.L.D.!
THIS LEVEL IS SECURED, COMMANDER BRIDGE!
FAN OUT--SLOW AND CAREFUL-- WE HAVE NO IDEA WHAT KIND OF MOUSETRAPS ARE LYING AROUND HERE!
THIS PLACE USED TO BE THE HQ FOR GROUPS LIKE FACTOR THREE, THE SONS OF THE SERPENT, HYDRA, AND AUGUST MASTERS!
Oh. IS THAT ALL?
ACTUALLY, WE HAD CONTROL OF IT FOR A WHILE, SEALED IT OFF AND LEFT IT-- UNTIL CRIMSON COWL AND THE MASTERS OF EVIL TOOK CONTROL OF IT--
--AND THEN THE T-BOLTS TOOK IT FROM THEM!
STRATEGIC HAZARD INTERVENTION ESPIONAGE LOGISTICS DIRECTORATE – Tom.
WE HEARD REPORTS OF THEIR ACTIVITY IN COLORADO, BUT WE DIDN'T LINK THEM TO THIS BASE--
--UNTIL ATLAS ERUPTED OUT OF IT!
"SOME U.S.O. AND JOLT MANAGED TO SLOW DOWN HIS RAMPAGE--
"--UNTIL ERIK JOSTEN'S IONIC INSTABILITY CAUSED HIS BODY TO DETONATE!"
UNIDENTIFIED SUPERHUMAN OPERATIVE – Tom.


SO WHERE ARE THE OTHER THUNDERBOLTS WHILE ALL THIS IS GOING ON, **G.W.?**
WE HAD REPORTS OF MOONSTONE INFILTRATING OUR BASE ON THE MOON DAYS AGO--
--AND FROM THE DRAG MARKS ON THE FLOOR, IT'S OBVIOUS ***SOMEONE*** WAS--OR IS--STILL HERE!
THE DRAG LINES END-- AS IF SOMETHING WAS LIFTED INTO THE AIR AT THIS SPOT!
I WANT WHOEVER DID THIS--AND WHATEVER THEY'RE TRYING TO SNEAK OUT-- FOUND!
AND UNTIL FURTHER NOTICE, CONSIDER THE TARGET--
--ARMED AND ***DANGEROUS!***
DANGEROUS?
NO, I WOULD THINK NOT.
ARMED?
Oh, ***YES,*** INDEED...
HE COULD FIGHT HIS WAY OUT. TAKE ***HS-1*** *WITH HIM.*
OGRE JUGGLES THE NUMBERS ON ***CASUALTY PROJECTIONS.***
TOO MANY S.H.I.E.L.D. AGENTS WOULD ***DIE.***
HE DOESN'T WANT THAT.
CONTAINING THE CHAMBER'S CONTENTS IS ***VITAL--***
BUT WHY FIGHT YOUR WAY ***OUT...***


...WHEN IT WOULD BE SO MUCH EASIER TO HIDE FURTHER INSIDE THE BASE?!
TESSERACT PORTAL EGRESS ON-LINE. BETA LUMARIS STATION THIRTEEN ACCESSED.
CHEEEZAKT
THE S.H.I.E.L.D. AGENTS WILL NEVER FIND HIM.
BUT THEN AGAIN, NEITHER WILL THE THUNDERBOLTS.
WITH EFFORT, HE WOULD BE ABLE TO MAINTAIN CONTACT WITH THE COMM-LINKS BUILT INTO THE T-BOLTS' UNIFORMS.
BUT...AFTER EVERYTHING THAT HAS HAPPENED...DOES HE WANT TO STAY IN TOUCH WITH THEM?
UNDER BETTER CIRCUMSTANCES, HE'D HOPED THEY MIGHT HAVE BEEN FRIENDS... FAMILY...
...BUT IN HIS LONELY, ISOLATED LIFE OGRE HAS LEARNED ONE THING...
...HOPE IS NOTHING BUT A PRELUDE TO DISAPPOINTMENT...
TESSERACT PORTAL EGRESS SEALED.
OGRE--COME IN--THIS IS HAWKEYE--OGRE, YOU THERE?
FOOM
ABOVE EARTH ORBIT--
--A SLEEK JUMP SHIP MAKES THE TRIP HOME FROM SATURN'S MOON, TITAN--
THAT'S WEIRD. THERE'S NO ANSWER.
ONE TIME I TRIED CONTACTING HIM, HE'D GONE TOPSIDE.


BUT I WAS CALLING HIS PERSONAL COMM-LINK, *ABE,* NOT THE MAIN LINE...
EITHER WAY, *HAWK,* WE SHOULD BE COMING DOWN OVER BURTON CANYON IN A--
--MINUTE...?
THEY'D MADE A **MISTAKE.**
THE THUNDERBOLTS-- **HAWKEYE, MACH-2, SONGBIRD, MOONSTONE** AND **CHARCOAL**--ARE **WANNA-BE HEROES** WHO HAVE SPENT MOST OF THEIR ADULT LIVES AS **SUPER-VILLAINS.**
A NOMADIC EXISTENCE THAT LED THEM FROM SAFEHOUSE TO PRISON TO SAFEHOUSE.
AND NOW, THEY REALIZE THEIR MISTAKE. THEY'D GOTTEN TOO **COMFORTABLE.**
THEY HAD BEGUN TO THINK OF THE MT. CHARTERIS HQ AS **HOME.**
THE **LIE**-- THE **FOLLY**-- STANDS **EXPOSED,** AS SURELY AS IF SOMEONE HAD RIPPED THEIR SOULS OUT OF THEIR BEATING HEARTS!
I--I'M READING *ION ENERGY* DISCHARGES EVERYWHERE!
IS ERIK--?
I CAN'T FIND HIM, *MELISSA*--I--DON'T KNOW WHERE HE IS!
BUT IT'S WEIRD, I'M ALSO PICKING UP *PYM PARTICLES*-- EVEN *BIOELECTRIC ENERGY*--

Once they were the World's Latest Super Hero Team! But then, their Darkest Secret -- that they were secretly The Masters of Evil -- came to light! Now they are on the run, hunted by those they once protected! And they wonder: is it possible for Hardened Criminals to find Redemption? Or must they return to their lives Outside the Law? Stan Lee Presents: the Thunderbolts!

REVELATIONS!

The BEGINNING of the END...

FABIAN NICIEZA & MARK BAGLEY storytellers
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RICHARD STARKINGS & COMICRAFT'S SAIDA TEMOFONTE letters
MARC SUMERAK assistant editor
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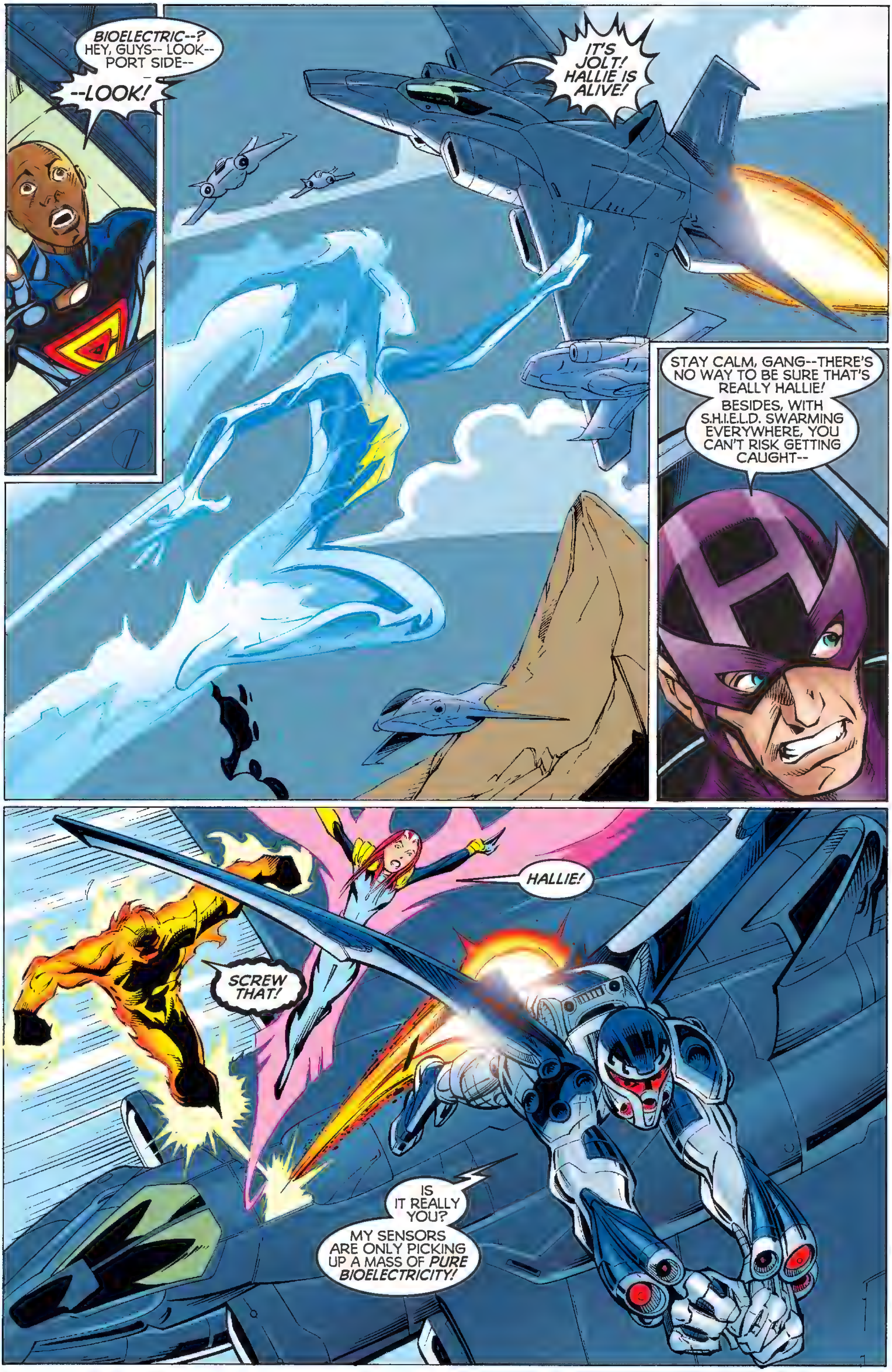
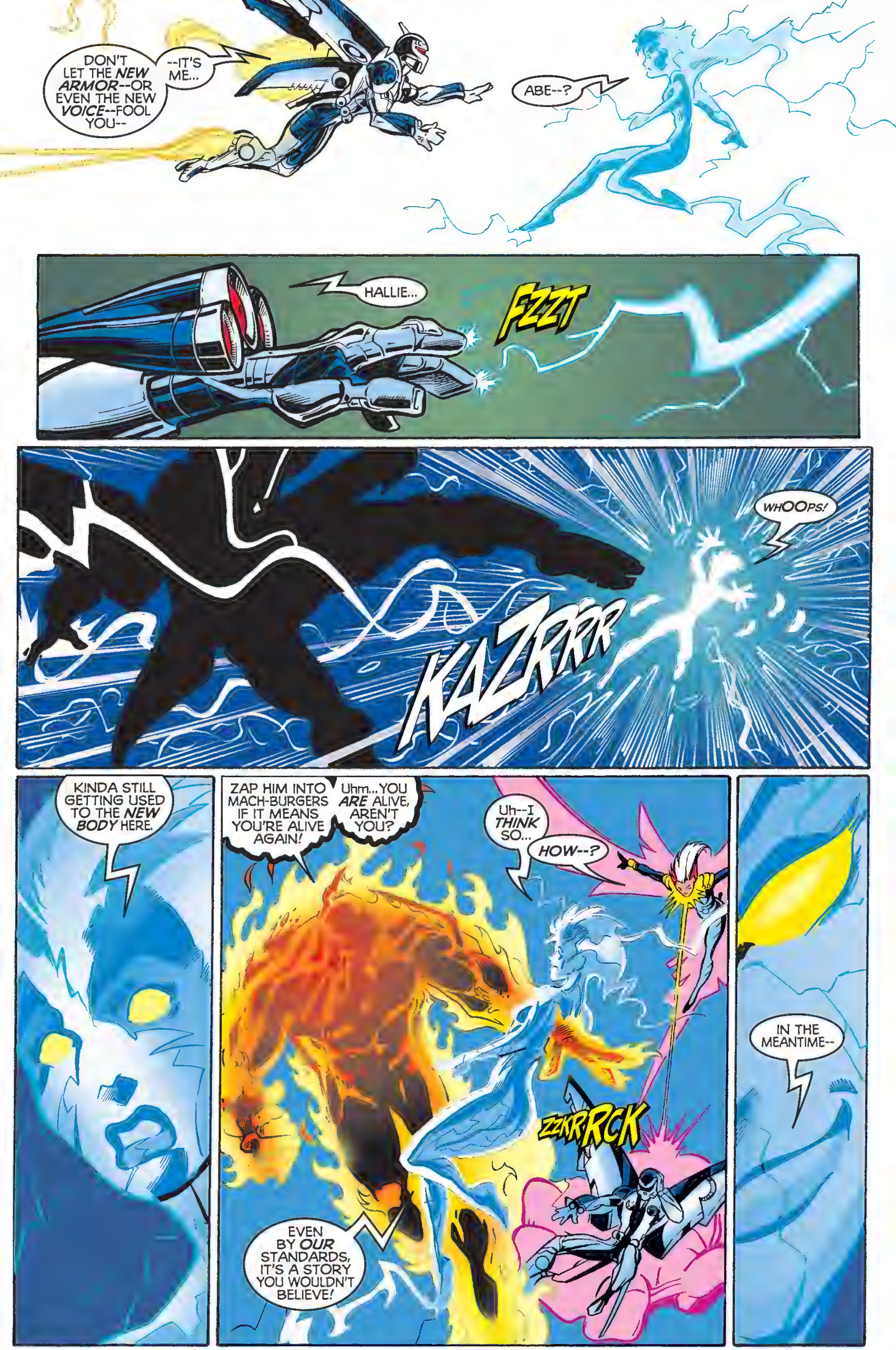
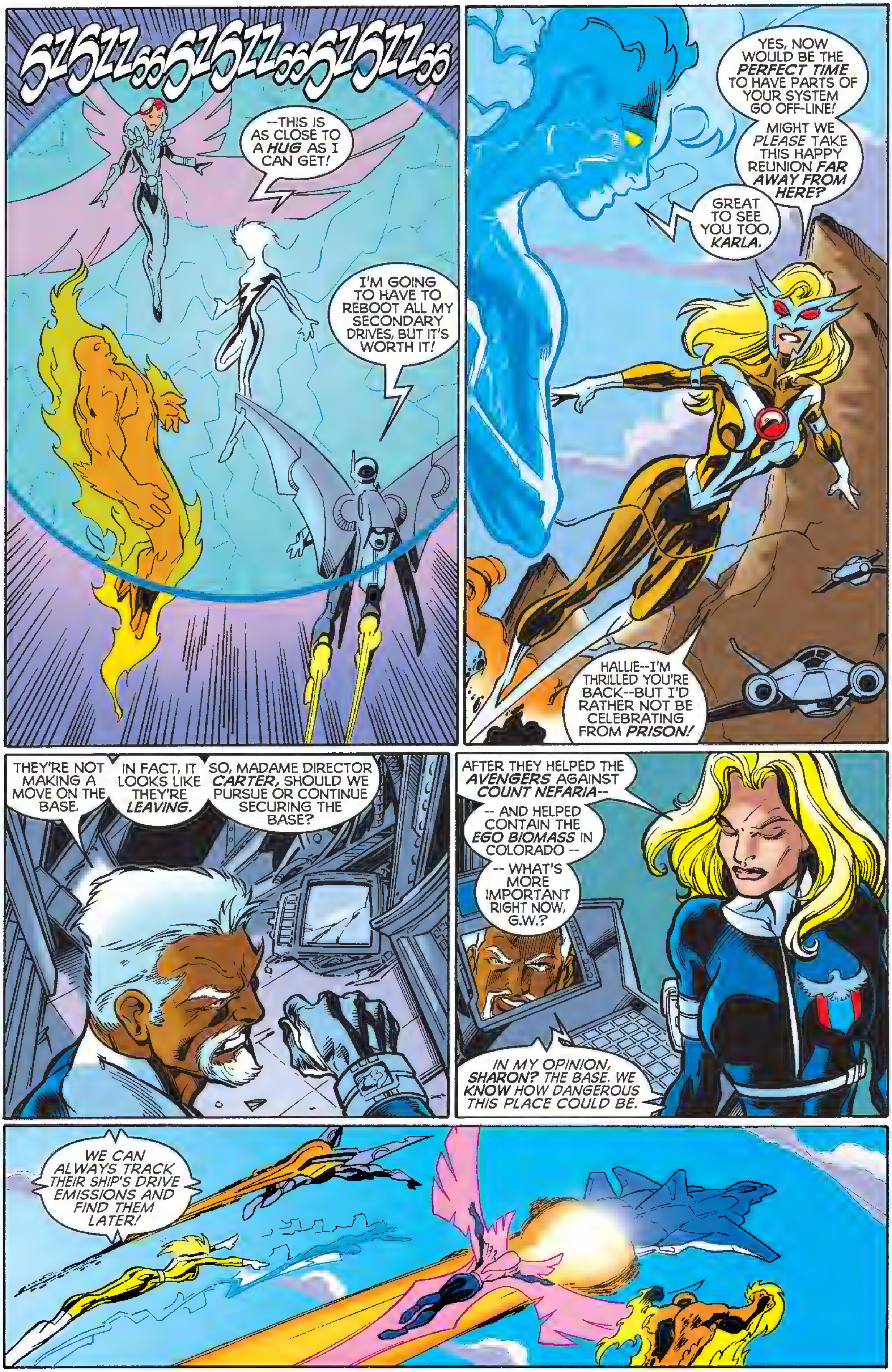
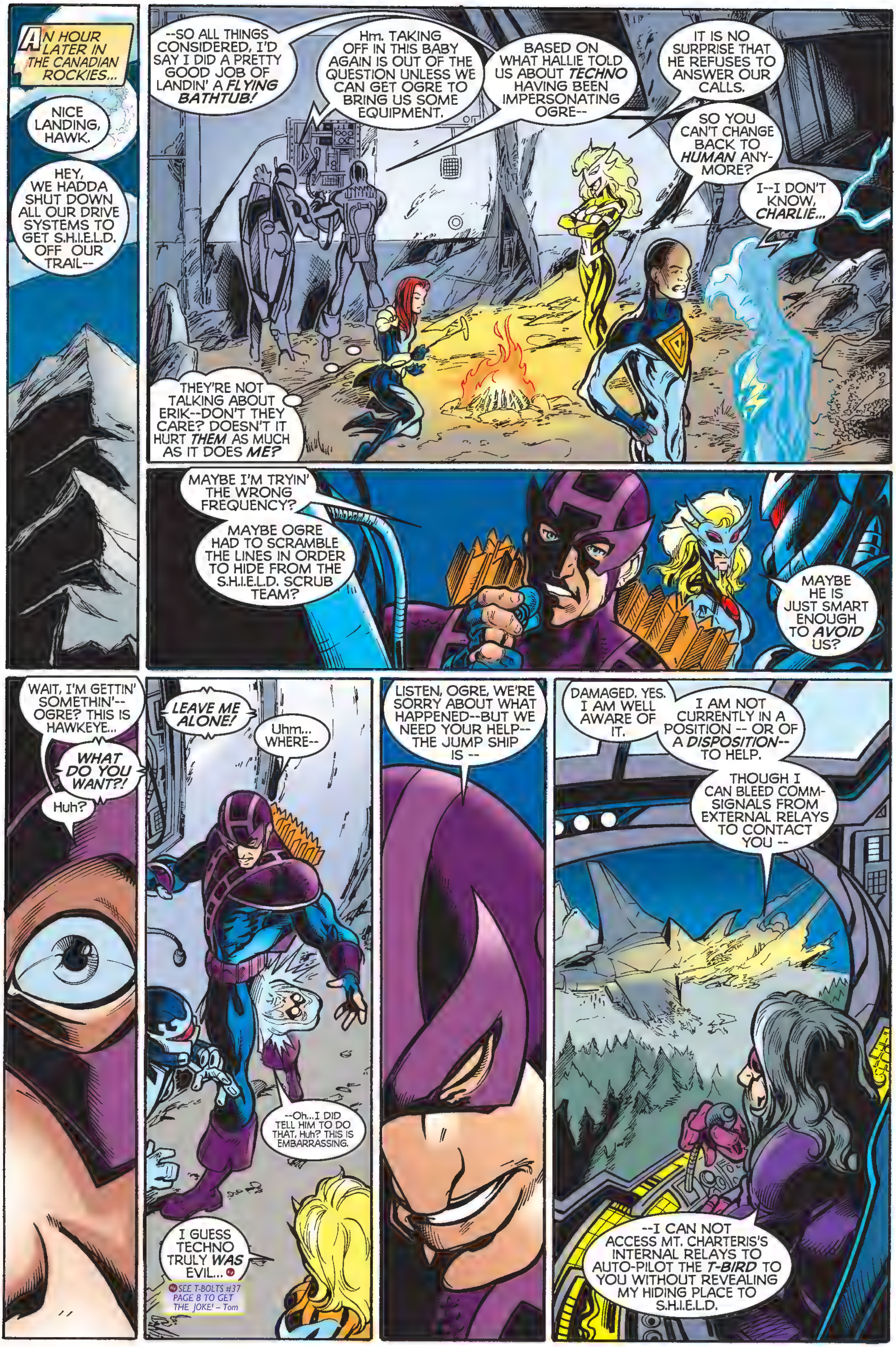
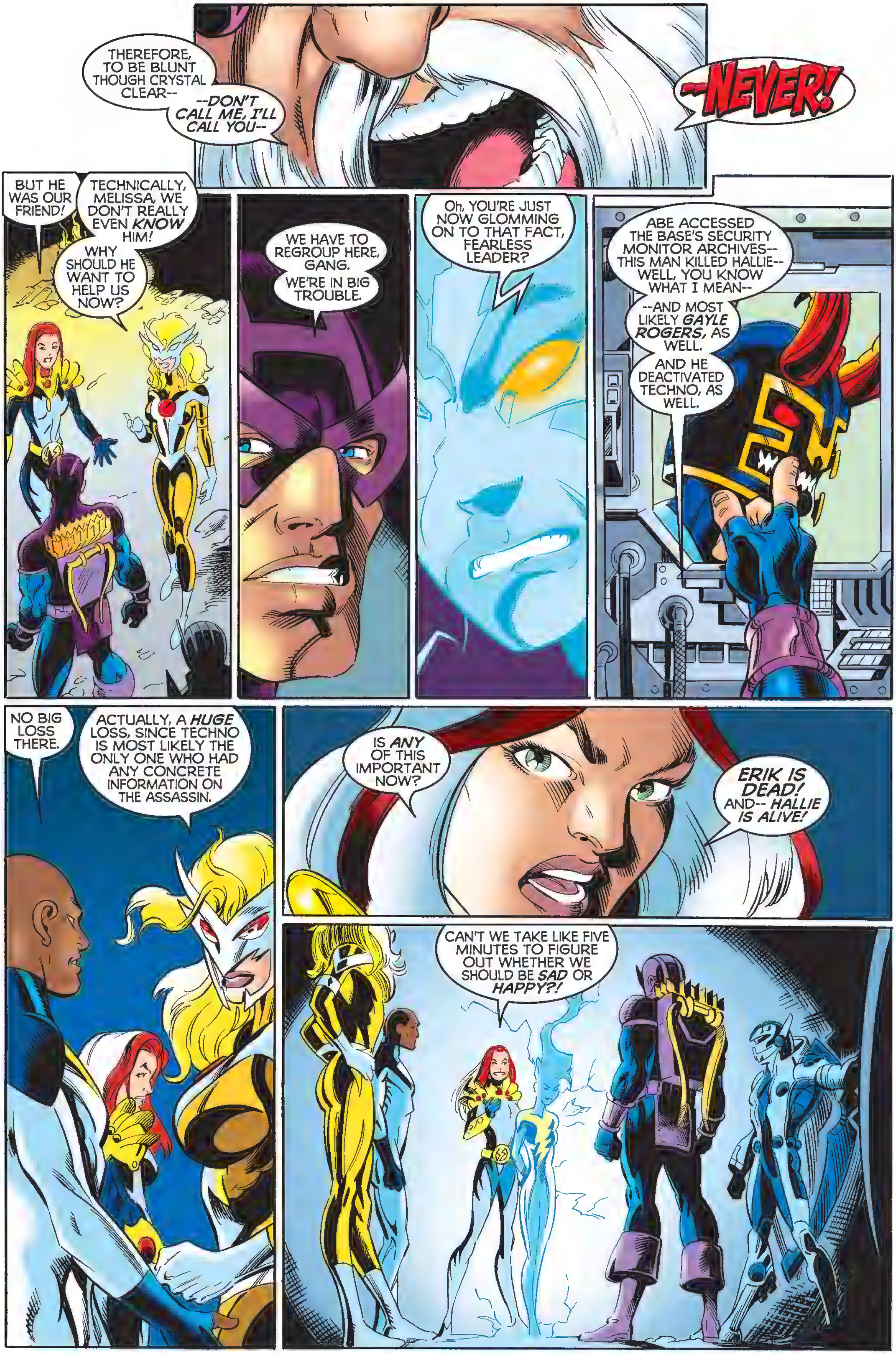
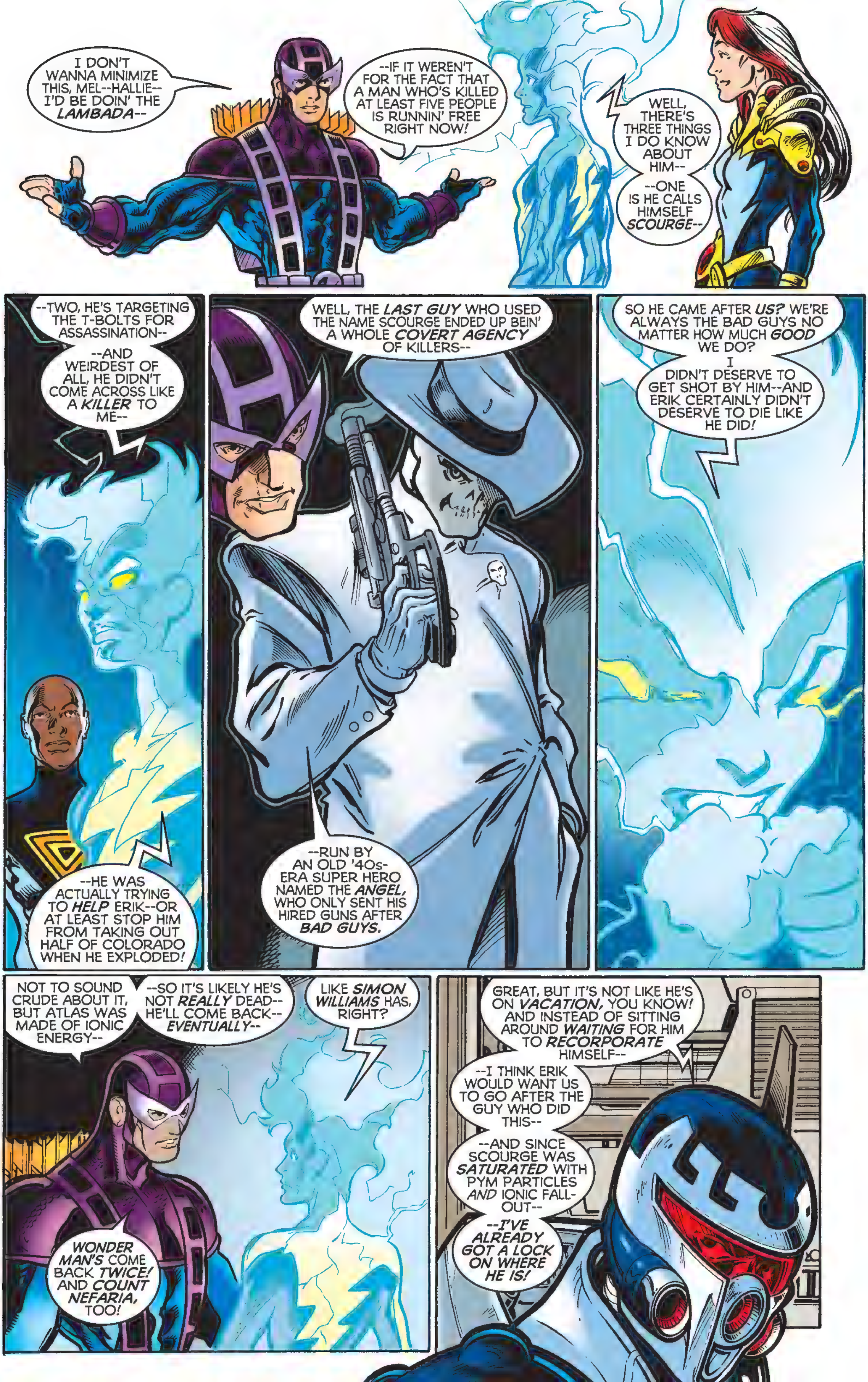

BIOELECTRIC--? HEY, GUYS-- LOOK-- PORT SIDE--
--LOOK!
IT'S JOLT! HALLIE IS ALIVE!
STAY CALM, GANG--THERE'S NO WAY TO BE SURE THAT'S REALLY HALLIE!
BESIDES, WITH S.H.I.E.L.D. SWARMING EVERYWHERE, YOU CAN'T RISK GETTING CAUGHT--
HALLIE!
SCREW THAT!
IS IT REALLY YOU?
MY SENSORS ARE ONLY PICKING UP A MASS OF PURE BIOELECTRICITY!

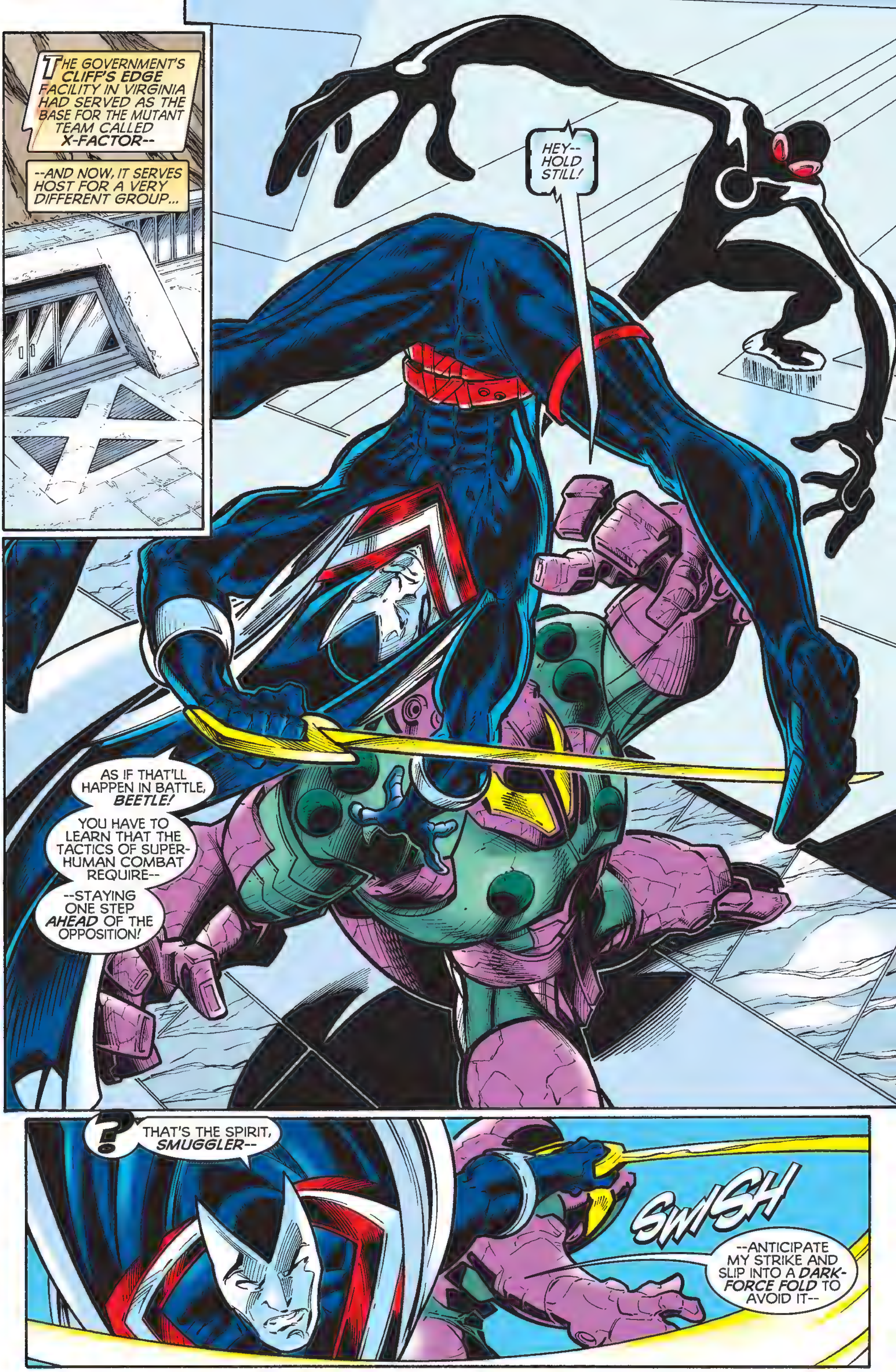

DON'T LET THE *NEW ARMOR*--OR EVEN THE NEW *VOICE*--FOOL YOU--
--IT'S ME...
ABE--?
HALLIE...
FZZT
WHOOPS!
KAZRRRR
KINDA STILL GETTING USED TO THE *NEW BODY* HERE.
ZAP HIM INTO MACH-BURGERS IF IT MEANS YOU'RE ALIVE AGAIN!
Uhm...YOU *ARE* ALIVE, AREN'T YOU?
Uh--I *THINK* SO...
HOW--?
ZZKRRCK
EVEN BY *OUR* STANDARDS, IT'S A STORY YOU WOULDN'T BELIEVE!
IN THE MEANTIME--

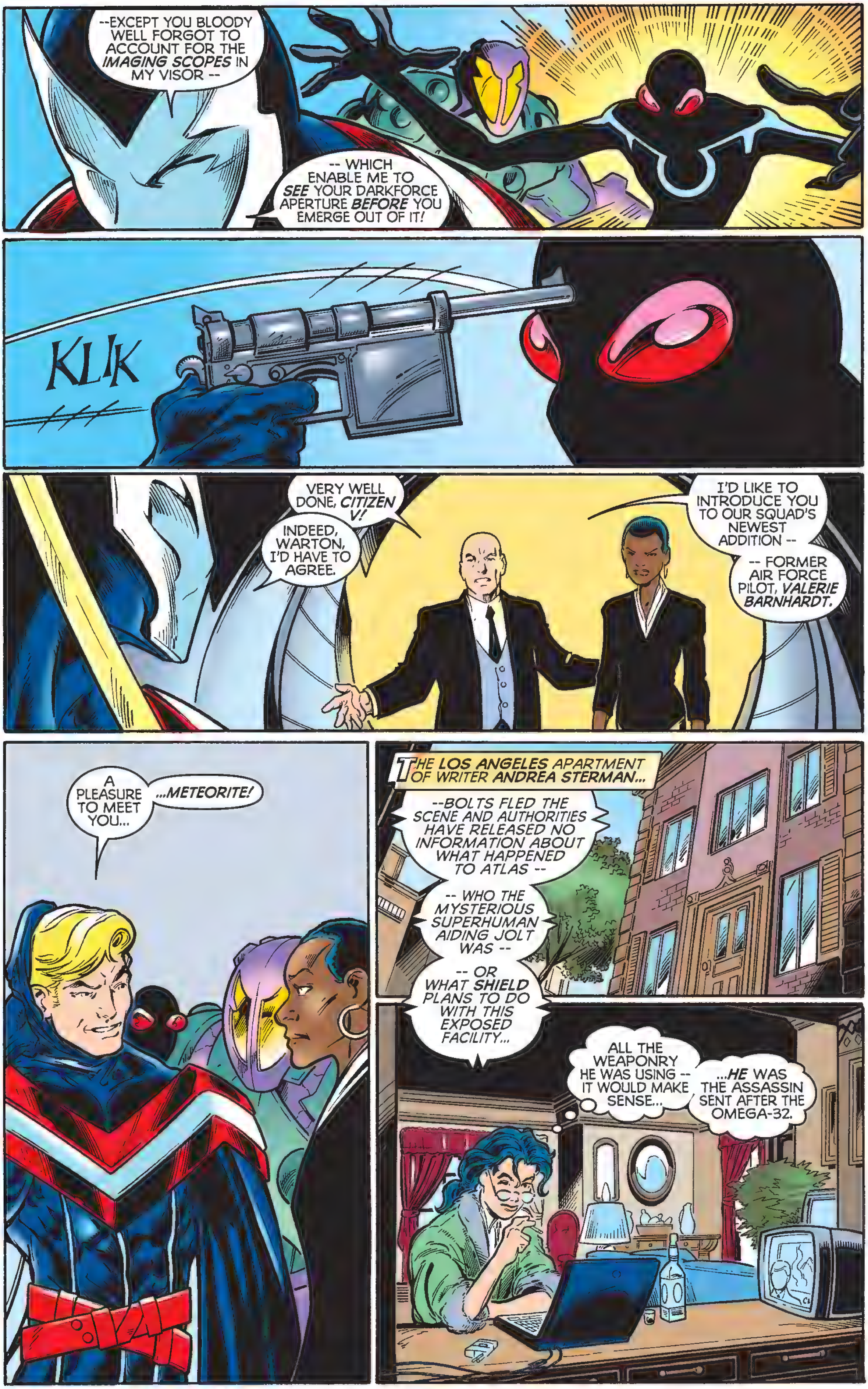

SZSZZSSSZSZZSSSZSZZSS
--THIS IS AS CLOSE TO A *HUG* AS I CAN GET!
I'M GOING TO HAVE TO REBOOT ALL MY SECONDARY DRIVES, BUT IT'S WORTH IT!
GREAT TO SEE YOU TOO, *KARLA.*
YES, NOW WOULD BE THE *PERFECT TIME* TO HAVE PARTS OF YOUR SYSTEM GO OFF-LINE!
MIGHT WE *PLEASE* TAKE THIS HAPPY REUNION *FAR AWAY FROM HERE?*
HALLIE--I'M THRILLED YOU'RE BACK--BUT I'D RATHER NOT BE CELEBRATING FROM *PRISON!*
THEY'RE NOT MAKING A MOVE ON THE BASE.
IN FACT, IT LOOKS LIKE THEY'RE *LEAVING.*
SO, MADAME DIRECTOR *CARTER,* SHOULD WE PURSUE OR CONTINUE SECURING THE BASE?
AFTER THEY HELPED THE *AVENGERS* AGAINST *COUNT NEFARIA*--
-- AND HELPED CONTAIN THE *EGO BIOMASS* IN COLORADO --
-- WHAT'S MORE IMPORTANT RIGHT NOW, G.W.?
IN MY OPINION, SHARON? THE BASE. WE KNOW HOW DANGEROUS THIS PLACE COULD BE.
WE CAN ALWAYS TRACK THEIR SHIP'S DRIVE EMISSIONS AND FIND THEM LATER!

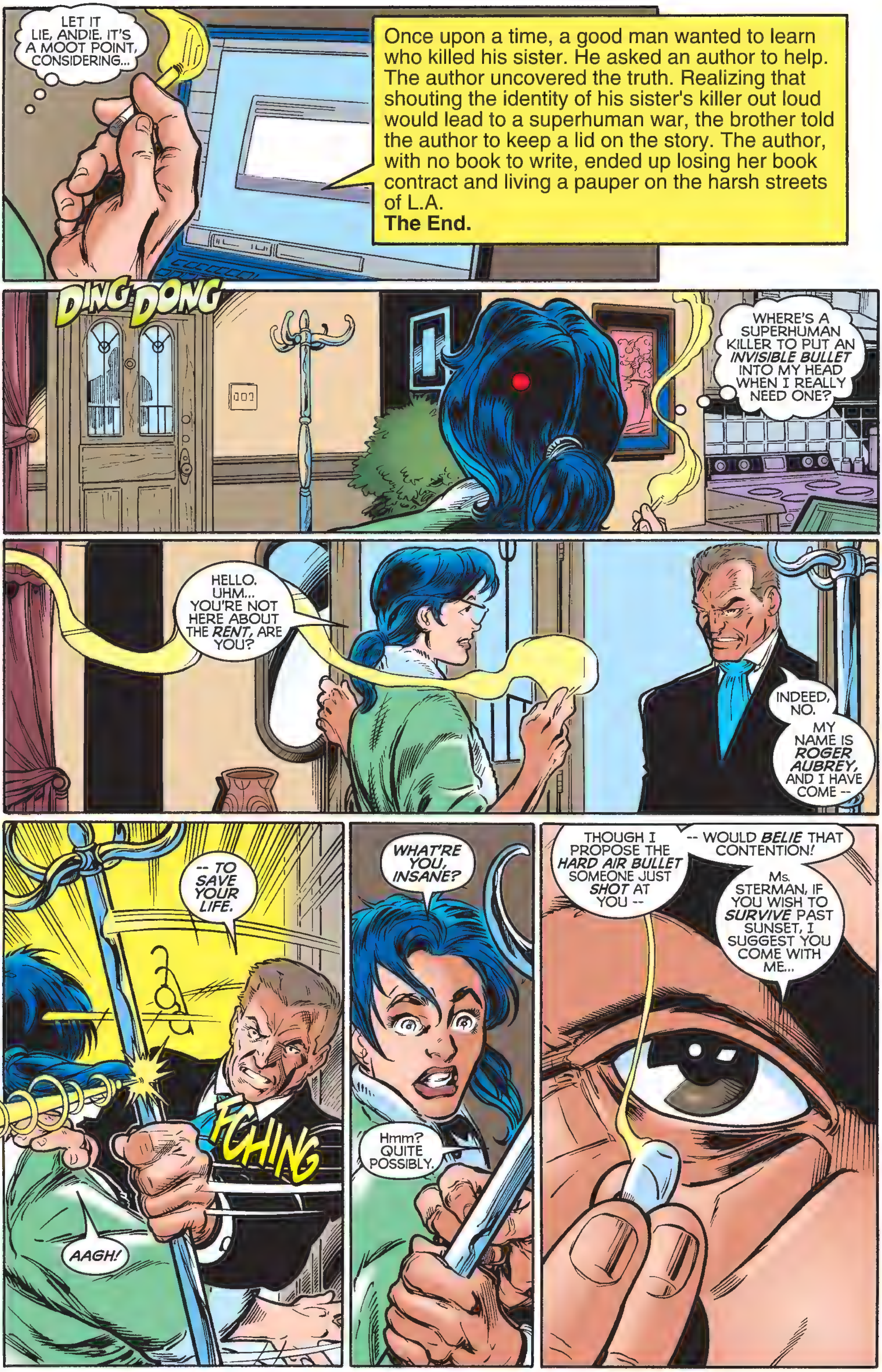

AN HOUR LATER IN THE CANADIAN ROCKIES...
NICE LANDING, HAWK.
HEY, WE HADDA SHUT DOWN ALL OUR DRIVE SYSTEMS TO GET S.H.I.E.L.D. OFF OUR TRAIL--
--SO ALL THINGS CONSIDERED, I'D SAY I DID A PRETTY GOOD JOB OF LANDIN' A *FLYING BATHTUB!*
Hm. TAKING OFF IN THIS BABY AGAIN IS OUT OF THE QUESTION UNLESS WE CAN GET OGRE TO BRING US SOME EQUIPMENT.
BASED ON WHAT HALLIE TOLD US ABOUT *TECHNO* HAVING BEEN IMPERSONATING OGRE--
IT IS NO SURPRISE THAT HE REFUSES TO ANSWER OUR CALLS.
SO YOU CAN'T CHANGE BACK TO *HUMAN* ANYMORE?
I--I DON'T KNOW, *CHARLIE...*
THEY'RE NOT TALKING ABOUT ERIK--DON'T THEY CARE? DOESN'T IT HURT *THEM* AS MUCH AS IT DOES *ME?*
MAYBE I'M TRYIN' THE WRONG FREQUENCY?
MAYBE OGRE HAD TO SCRAMBLE THE LINES IN ORDER TO HIDE FROM THE S.H.I.E.L.D. SCRUB TEAM?
MAYBE HE IS JUST SMART ENOUGH TO *AVOID* US?
WAIT, I'M GETTIN' SOMETHIN'-- OGRE? THIS IS HAWKEYE...
WHAT DO YOU WANT?!
Huh?
LEAVE ME ALONE!
Uhm... WHERE--
--Oh...I DID TELL HIM TO DO THAT, Huh? THIS IS EMBARRASSING.
I GUESS TECHNO TRULY *WAS* EVIL...
SEE T-BOLTS #37 PAGE 8 TO GET THE JOKE! – Tom
LISTEN, OGRE, WE'RE SORRY ABOUT WHAT HAPPENED--BUT WE NEED YOUR HELP-- THE JUMP SHIP IS --
DAMAGED. YES. I AM WELL AWARE OF IT.
I AM NOT CURRENTLY IN A POSITION -- OR OF A *DISPOSITION*-- TO HELP.
THOUGH I CAN BLEED COMM-SIGNALS FROM EXTERNAL RELAYS TO CONTACT YOU --
--I CAN NOT ACCESS MT. CHARTERIS'S INTERNAL RELAYS TO AUTO-PILOT THE *T-BIRD* TO YOU WITHOUT REVEALING MY HIDING PLACE TO S.H.I.E.L.D.

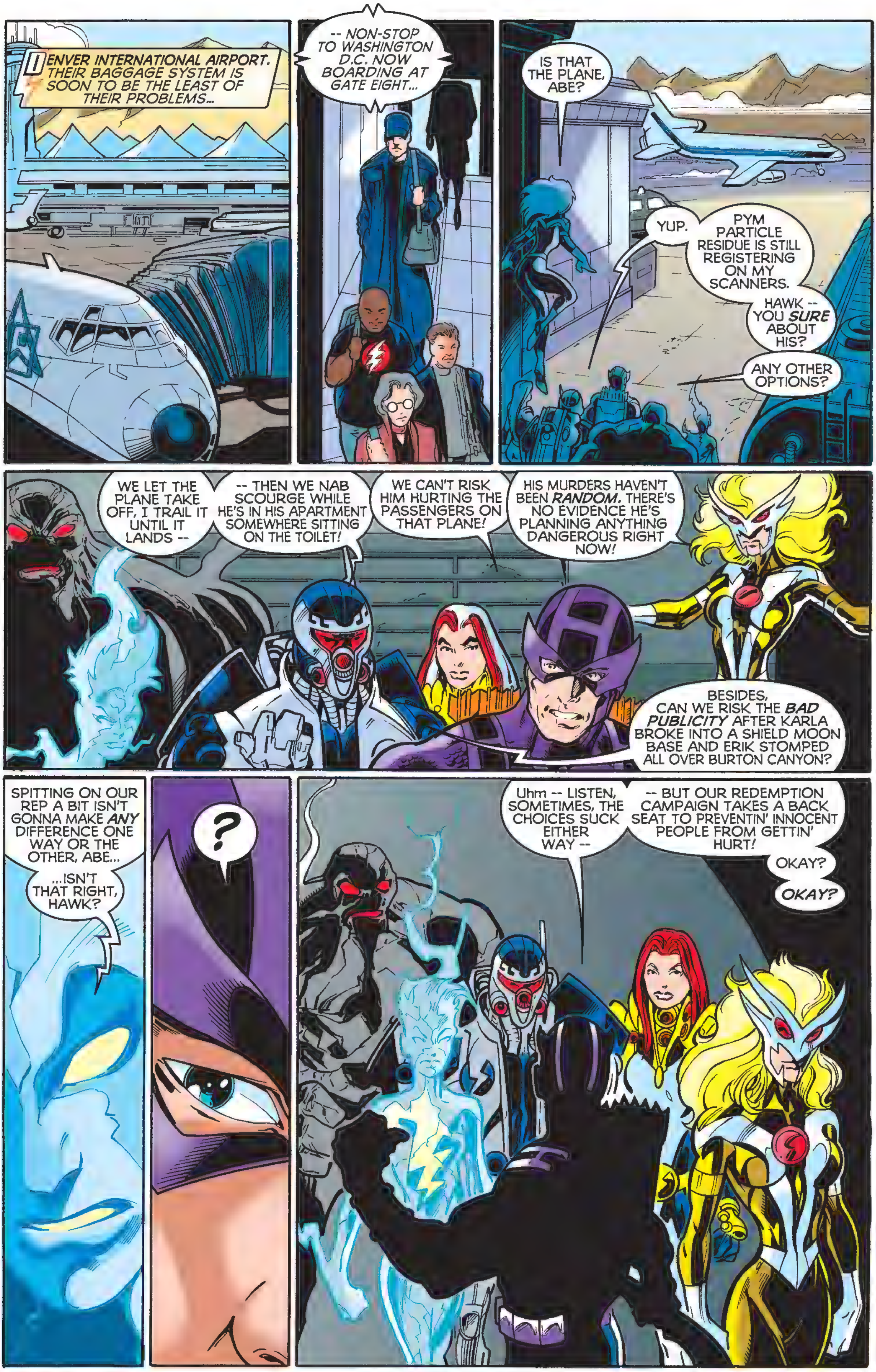

THEREFORE, TO BE BLUNT THOUGH CRYSTAL CLEAR--
--DON'T CALL ME, I'LL CALL YOU--
--NEVER!
BUT HE WAS OUR FRIEND!
TECHNICALLY, MELISSA, WE DON'T REALLY EVEN KNOW HIM!
WHY SHOULD HE WANT TO HELP US NOW?
WE HAVE TO REGROUP HERE, GANG. WE'RE IN BIG TROUBLE.
Oh, YOU'RE JUST NOW GLOMMING ON TO THAT FACT, FEARLESS LEADER?
ABE ACCESSED THE BASE'S SECURITY MONITOR ARCHIVES-- THIS MAN KILLED HALLIE-- WELL, YOU KNOW WHAT I MEAN--
--AND MOST LIKELY GAYLE ROGERS, AS WELL.
AND HE DEACTIVATED TECHNO, AS WELL.
NO BIG LOSS THERE.
ACTUALLY, A HUGE LOSS, SINCE TECHNO IS MOST LIKELY THE ONLY ONE WHO HAD ANY CONCRETE INFORMATION ON THE ASSASSIN.
IS ANY OF THIS IMPORTANT NOW?
ERIK IS DEAD! AND-- HALLIE IS ALIVE!
CAN'T WE TAKE LIKE FIVE MINUTES TO FIGURE OUT WHETHER WE SHOULD BE SAD OR HAPPY?!

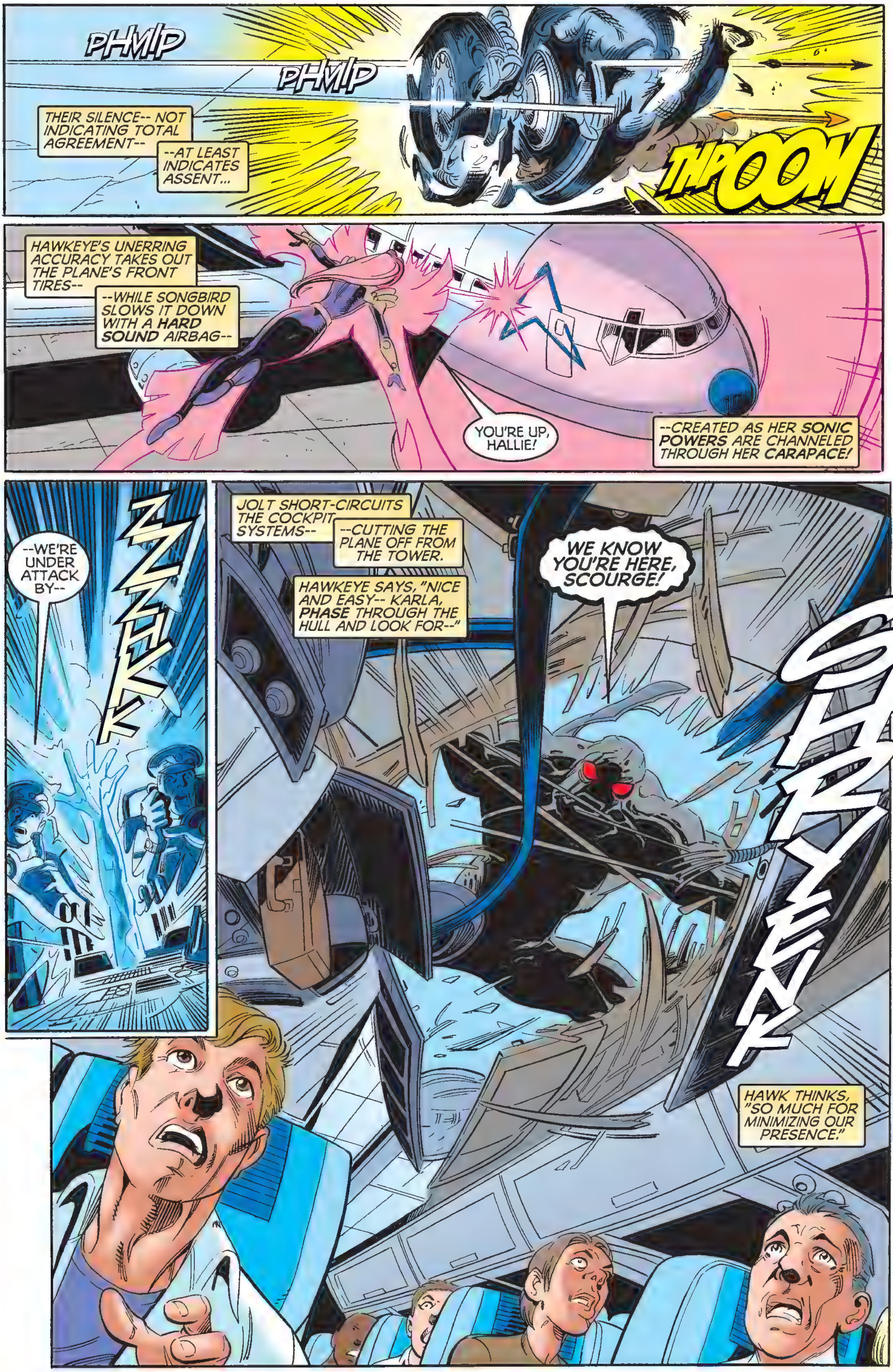

I DON'T WANNA MINIMIZE THIS, MEL--HALLIE-- I'D BE DOIN' THE *LAMBADA*--
--IF IT WEREN'T FOR THE FACT THAT A MAN WHO'S KILLED AT LEAST FIVE PEOPLE IS RUNNIN' FREE RIGHT NOW!
WELL, THERE'S THREE THINGS I DO KNOW ABOUT HIM--
--ONE IS HE CALLS HIMSELF *SCOURGE*--
--TWO, HE'S TARGETING THE T-BOLTS FOR ASSASSINATION--
--AND WEIRDEST OF ALL, HE DIDN'T COME ACROSS LIKE A *KILLER* TO ME--
--HE WAS ACTUALLY TRYING TO *HELP* ERIK--OR AT LEAST STOP HIM FROM TAKING OUT HALF OF COLORADO WHEN HE EXPLODED!
WELL, THE *LAST GUY* WHO USED THE NAME SCOURGE ENDED UP BEIN' A WHOLE *COVERT AGENCY* OF KILLERS--
--RUN BY AN OLD '40s-ERA SUPER HERO NAMED THE *ANGEL*, WHO ONLY SENT HIS HIRED GUNS AFTER *BAD GUYS.*
SO HE CAME AFTER *US?* WE'RE ALWAYS THE BAD GUYS NO MATTER HOW MUCH *GOOD* WE DO?
I DIDN'T DESERVE TO GET SHOT BY HIM--AND ERIK CERTAINLY DIDN'T DESERVE TO DIE LIKE HE DID!
NOT TO SOUND CRUDE ABOUT IT, BUT ATLAS WAS MADE OF IONIC ENERGY--
--SO IT'S LIKELY HE'S NOT *REALLY* DEAD-- HE'LL COME BACK-- *EVENTUALLY*--
LIKE *SIMON WILLIAMS* HAS, RIGHT?
WONDER MAN'S COME BACK *TWICE!* AND *COUNT NEFARIA,* TOO!
GREAT, BUT IT'S NOT LIKE HE'S ON *VACATION,* YOU KNOW! AND INSTEAD OF SITTING AROUND *WAITING* FOR HIM TO *RECORPORATE* HIMSELF--
--I THINK ERIK WOULD WANT US TO GO AFTER THE GUY WHO DID THIS--
--AND SINCE SCOURGE WAS *SATURATED* WITH PYM PARTICLES *AND* IONIC FALL-OUT--
--I'VE ALREADY GOT A LOCK ON WHERE HE IS!

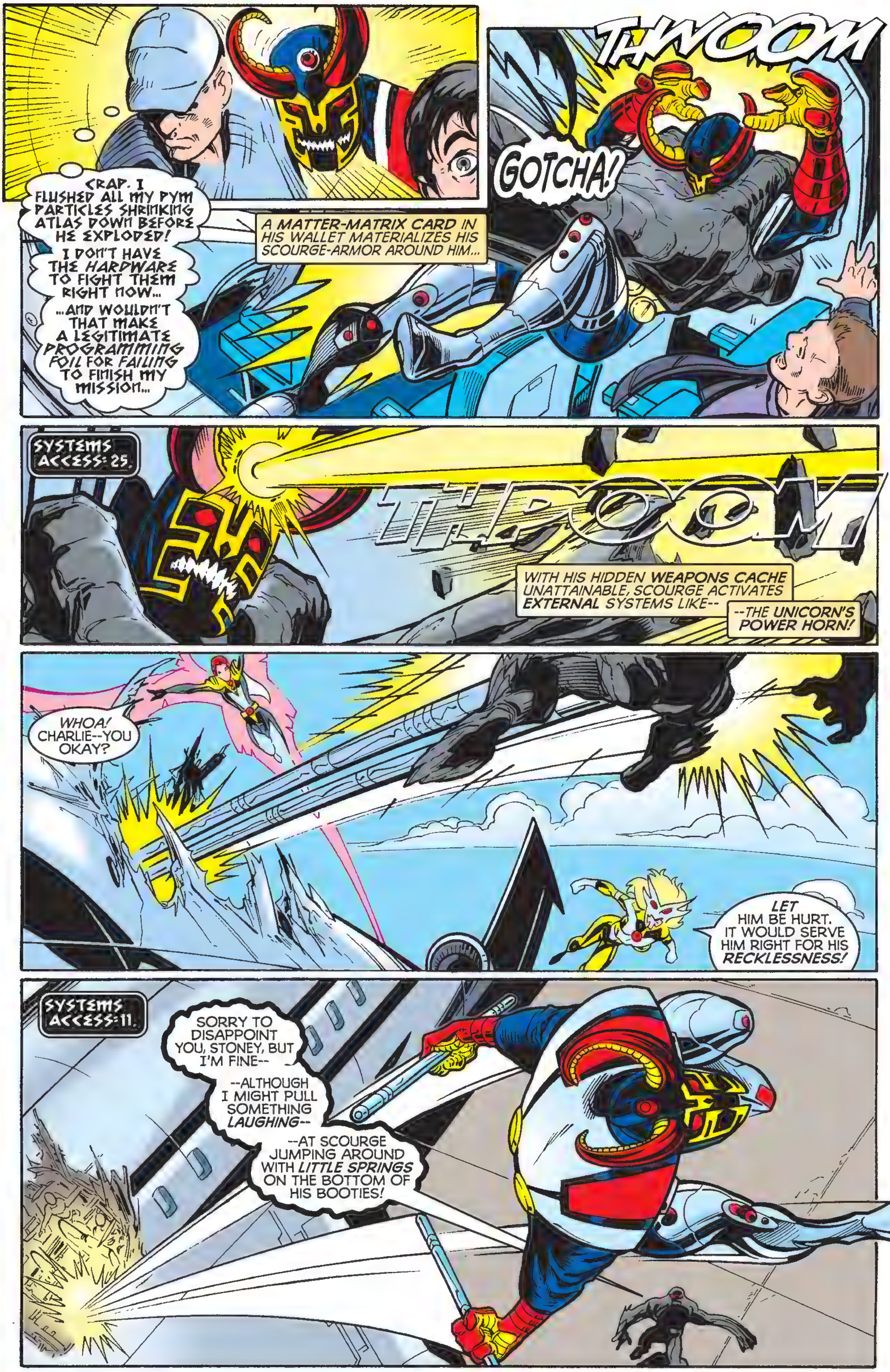

THE GOVERNMENT'S **CLIFF'S EDGE** FACILITY IN VIRGINIA HAD SERVED AS THE BASE FOR THE MUTANT TEAM CALLED **X-FACTOR--**
--AND NOW, IT SERVES HOST FOR A VERY DIFFERENT GROUP...
HEY--HOLD STILL!
AS IF THAT'LL HAPPEN IN BATTLE, ***BEETLE!***
YOU HAVE TO LEARN THAT THE TACTICS OF SUPER-HUMAN COMBAT REQUIRE--
--STAYING ONE STEP ***AHEAD*** OF THE OPPOSITION!
?
THAT'S THE SPIRIT, ***SMUGGLER--***
SWISH
--ANTICIPATE MY STRIKE AND SLIP INTO A ***DARK-FORCE FOLD*** TO AVOID IT--

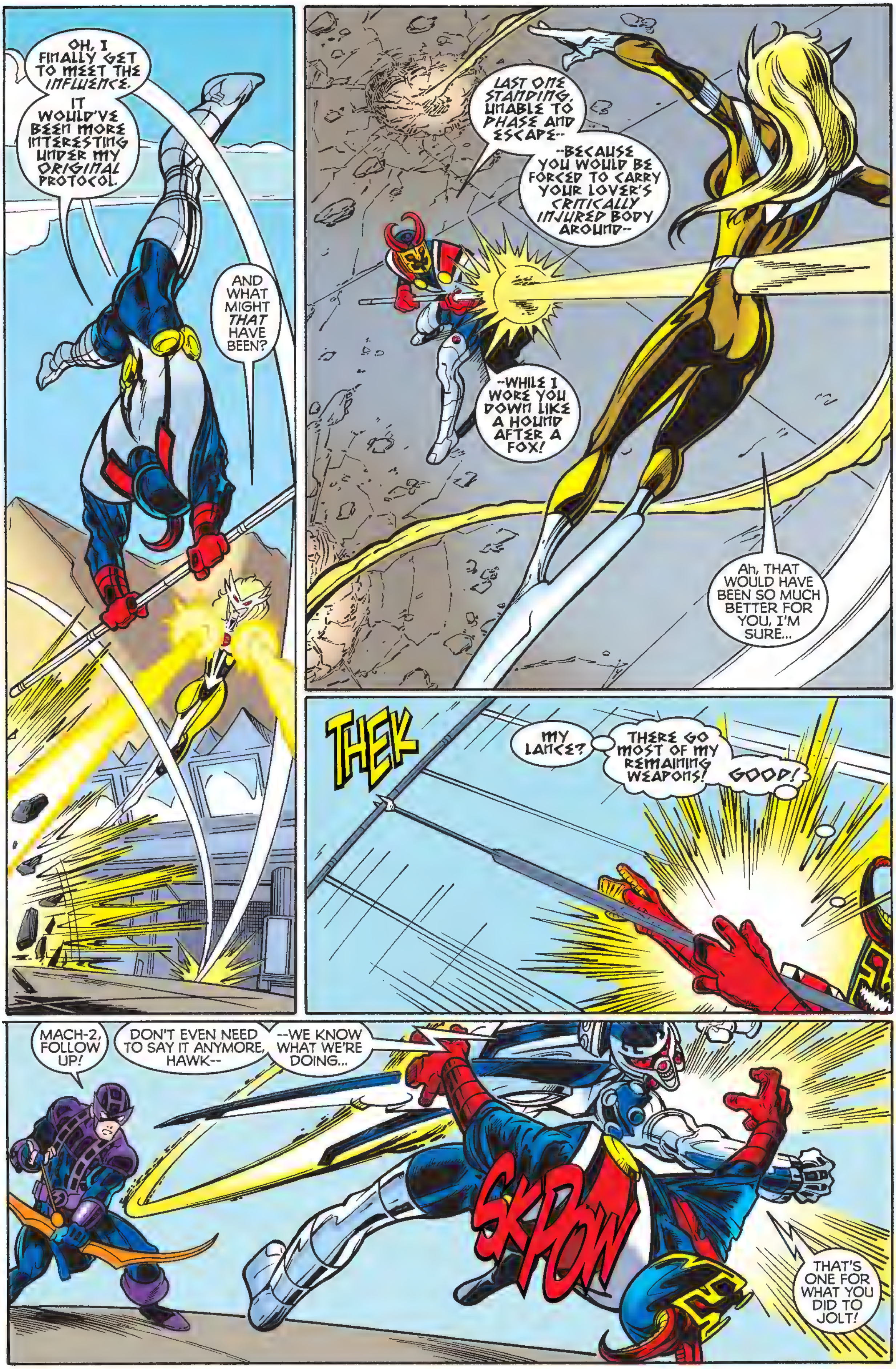

--EXCEPT YOU BLOODY WELL FORGOT TO ACCOUNT FOR THE *IMAGING SCOPES* IN MY VISOR --
-- WHICH ENABLE ME TO *SEE* YOUR DARKFORCE APERTURE *BEFORE* YOU EMERGE OUT OF IT!
KLIK
VERY WELL DONE, *CITIZEN V!*
INDEED, WARTON, I'D HAVE TO AGREE.
I'D LIKE TO INTRODUCE YOU TO OUR SQUAD'S NEWEST ADDITION --
-- FORMER AIR FORCE PILOT, *VALERIE BARNHARDT.*
A PLEASURE TO MEET YOU...
...*METEORITE!*
THE LOS ANGELES APARTMENT OF WRITER ANDREA STERMAN...
--BOLTS FLED THE SCENE AND AUTHORITIES HAVE RELEASED NO INFORMATION ABOUT WHAT HAPPENED TO ATLAS --
-- WHO THE MYSTERIOUS SUPERHUMAN AIDING JOLT WAS --
-- OR WHAT SHIELD PLANS TO DO WITH THIS EXPOSED FACILITY...
ALL THE WEAPONRY HE WAS USING -- IT WOULD MAKE SENSE...
...*HE* WAS THE ASSASSIN SENT AFTER THE OMEGA-32.

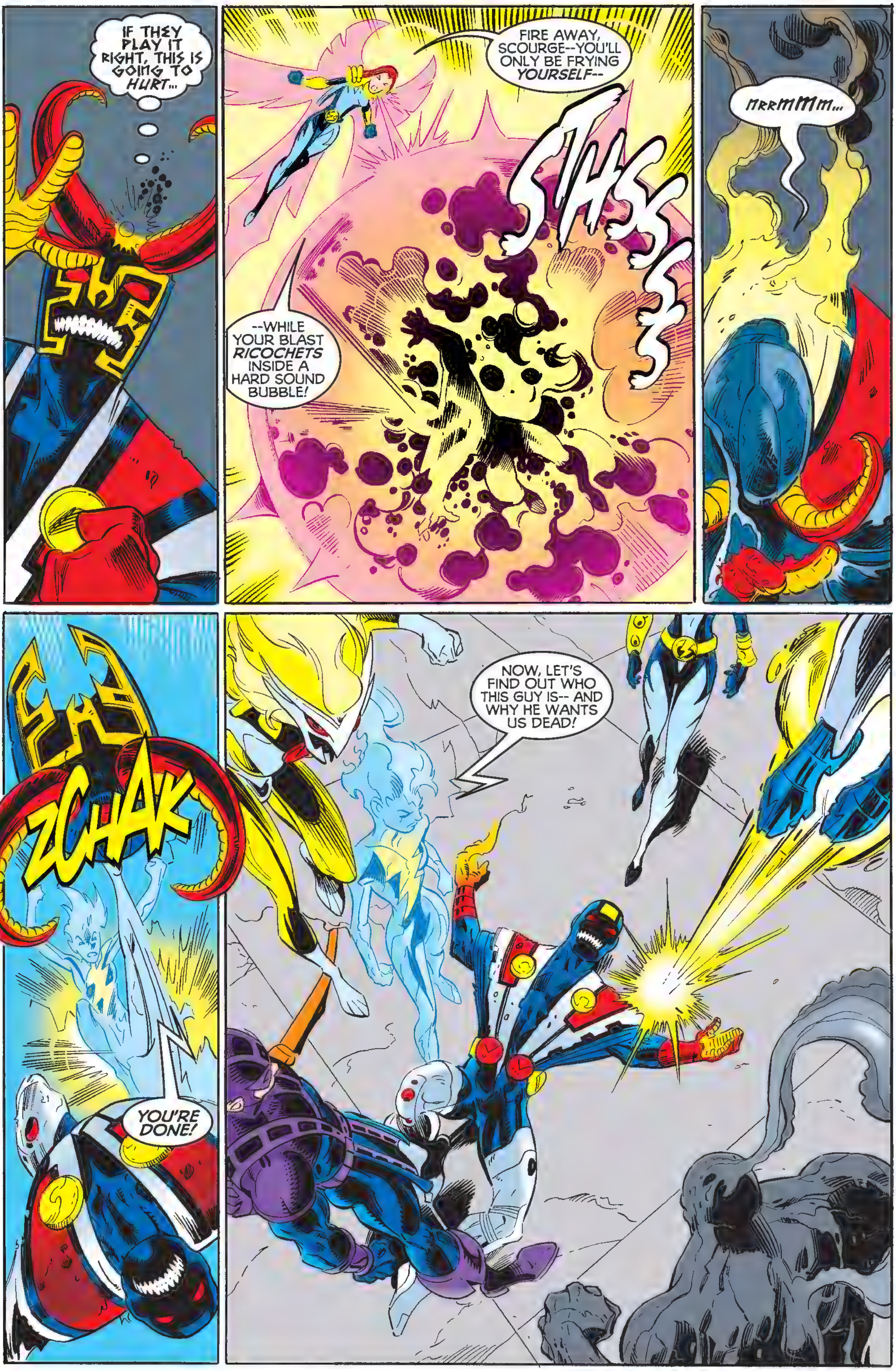

LET IT LIE, ANDIE. IT'S A MOOT POINT, CONSIDERING...
Once upon a time, a good man wanted to learn who killed his sister. He asked an author to help. The author uncovered the truth. Realizing that shouting the identity of his sister's killer out loud would lead to a superhuman war, the brother told the author to keep a lid on the story. The author, with no book to write, ended up losing her book contract and living a pauper on the harsh streets of L.A.
The End.
DING DONG
WHERE'S A SUPERHUMAN KILLER TO PUT AN *INVISIBLE BULLET* INTO MY HEAD WHEN I REALLY NEED ONE?
HELLO. UHM... YOU'RE NOT HERE ABOUT THE *RENT*, ARE YOU?
INDEED, NO.
MY NAME IS *ROGER AUBREY*, AND I HAVE COME --
-- TO SAVE YOUR LIFE.
FCHING
AAGH!
WHAT'RE YOU, INSANE?
Hmm? QUITE POSSIBLY.
THOUGH I PROPOSE THE *HARD AIR BULLET* SOMEONE JUST *SHOT* AT YOU --
-- WOULD *BELIE* THAT CONTENTION!
Ms. STERMAN, IF YOU WISH TO *SURVIVE* PAST SUNSET, I SUGGEST YOU COME WITH ME...

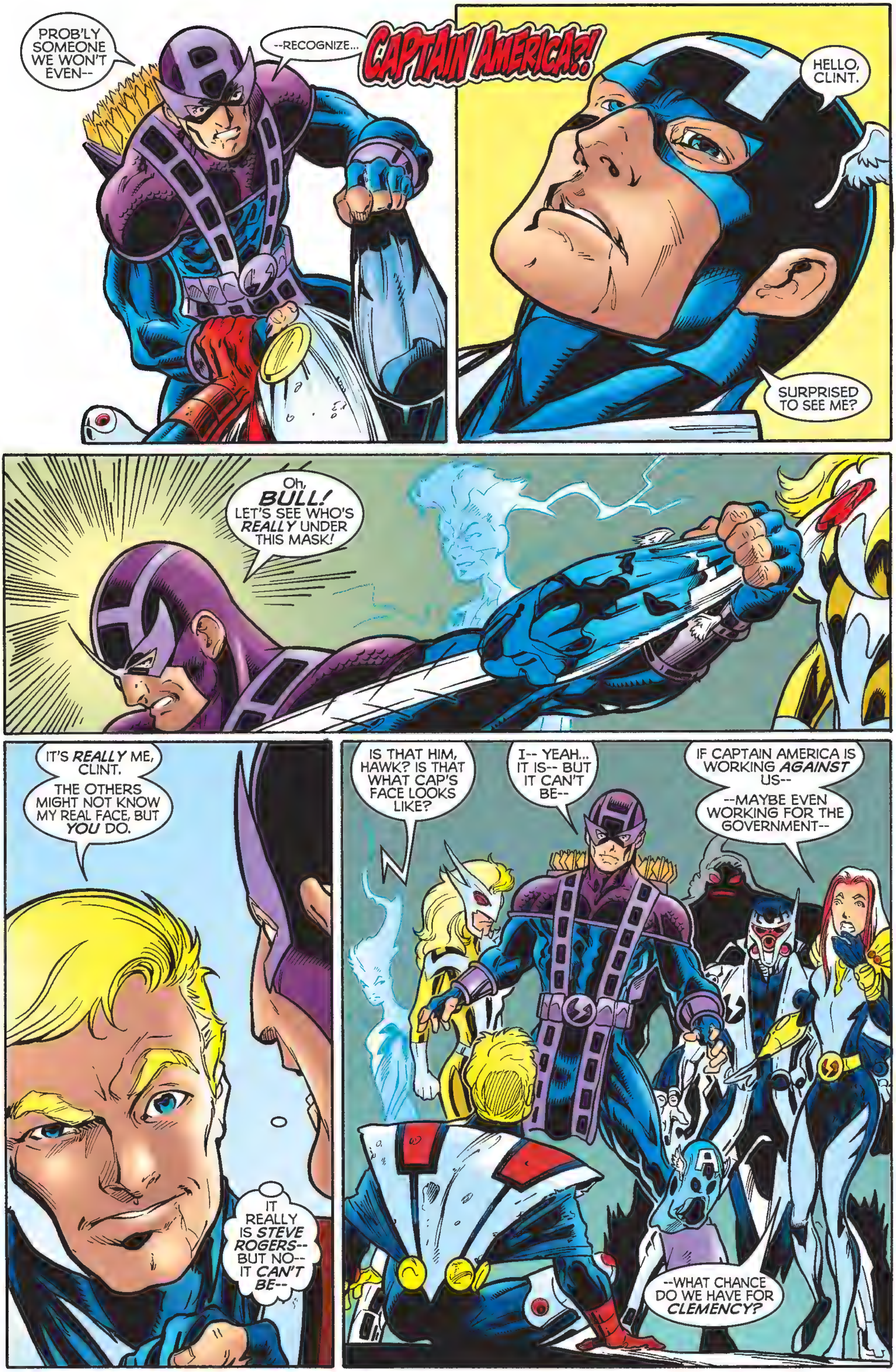

DENVER INTERNATIONAL AIRPORT. THEIR BAGGAGE SYSTEM IS SOON TO BE THE LEAST OF THEIR PROBLEMS...
-- NON-STOP TO WASHINGTON D.C. NOW BOARDING AT GATE EIGHT...
IS THAT THE PLANE, ABE?
YUP.
PYM PARTICLE RESIDUE IS STILL REGISTERING ON MY SCANNERS.
HAWK -- YOU SURE ABOUT HIS?
ANY OTHER OPTIONS?
WE LET THE PLANE TAKE OFF, I TRAIL IT UNTIL IT LANDS --
-- THEN WE NAB SCOURGE WHILE HE'S IN HIS APARTMENT SOMEWHERE SITTING ON THE TOILET!
WE CAN'T RISK HIM HURTING THE PASSENGERS ON THAT PLANE!
HIS MURDERS HAVEN'T BEEN RANDOM. THERE'S NO EVIDENCE HE'S PLANNING ANYTHING DANGEROUS RIGHT NOW!
BESIDES, CAN WE RISK THE BAD PUBLICITY AFTER KARLA BROKE INTO A SHIELD MOON BASE AND ERIK STOMPED ALL OVER BURTON CANYON?
SPITTING ON OUR REP A BIT ISN'T GONNA MAKE ANY DIFFERENCE ONE WAY OR THE OTHER, ABE...
...ISN'T THAT RIGHT, HAWK?
?
Uhm -- LISTEN, SOMETIMES, THE CHOICES SUCK EITHER WAY --
-- BUT OUR REDEMPTION CAMPAIGN TAKES A BACK SEAT TO PREVENTIN' INNOCENT PEOPLE FROM GETTIN' HURT!
OKAY?
OKAY?

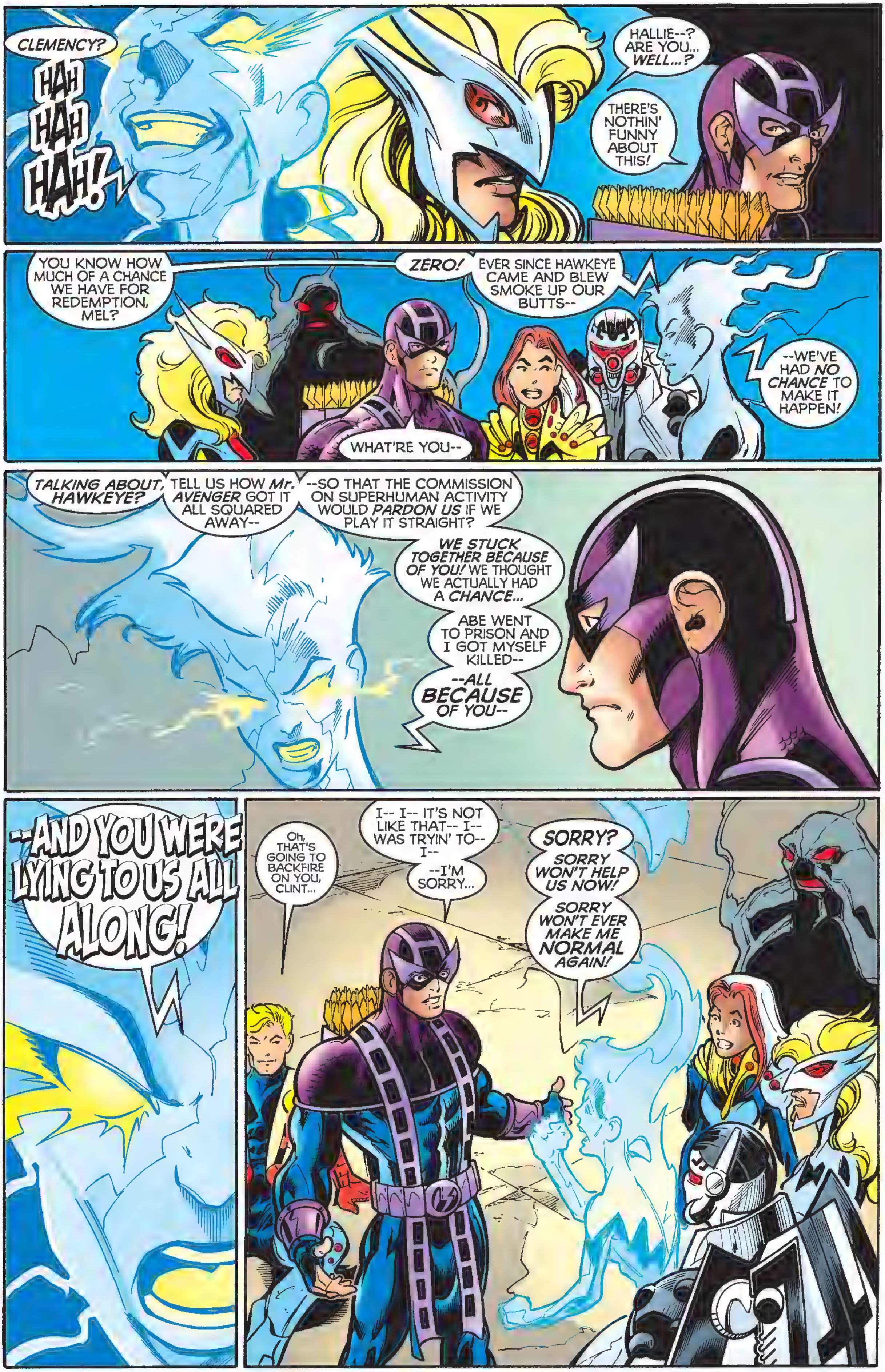

PHMIP
PHMIP
THEIR SILENCE-- NOT INDICATING TOTAL AGREEMENT--
--AT LEAST INDICATES ASSENT...
THPOOM
HAWKEYE'S UNERRING ACCURACY TAKES OUT THE PLANE'S FRONT TIRES--
--WHILE SONGBIRD SLOWS IT DOWN WITH A **HARD SOUND** AIRBAG--
YOU'RE UP, HALLIE!
--CREATED AS HER **SONIC POWERS** ARE CHANNELED THROUGH HER **CARAPACE!**
--WE'RE UNDER ATTACK BY--
ZZZHAKK
JOLT SHORT-CIRCUITS THE COCKPIT SYSTEMS--
--CUTTING THE PLANE OFF FROM THE TOWER.
HAWKEYE SAYS, "NICE AND EASY-- KARLA, **PHASE** THROUGH THE HULL AND LOOK FOR--"
WE KNOW YOU'RE HERE, SCOURGE!
SHHRREENK
HAWK THINKS, "SO MUCH FOR MINIMIZING OUR PRESENCE."

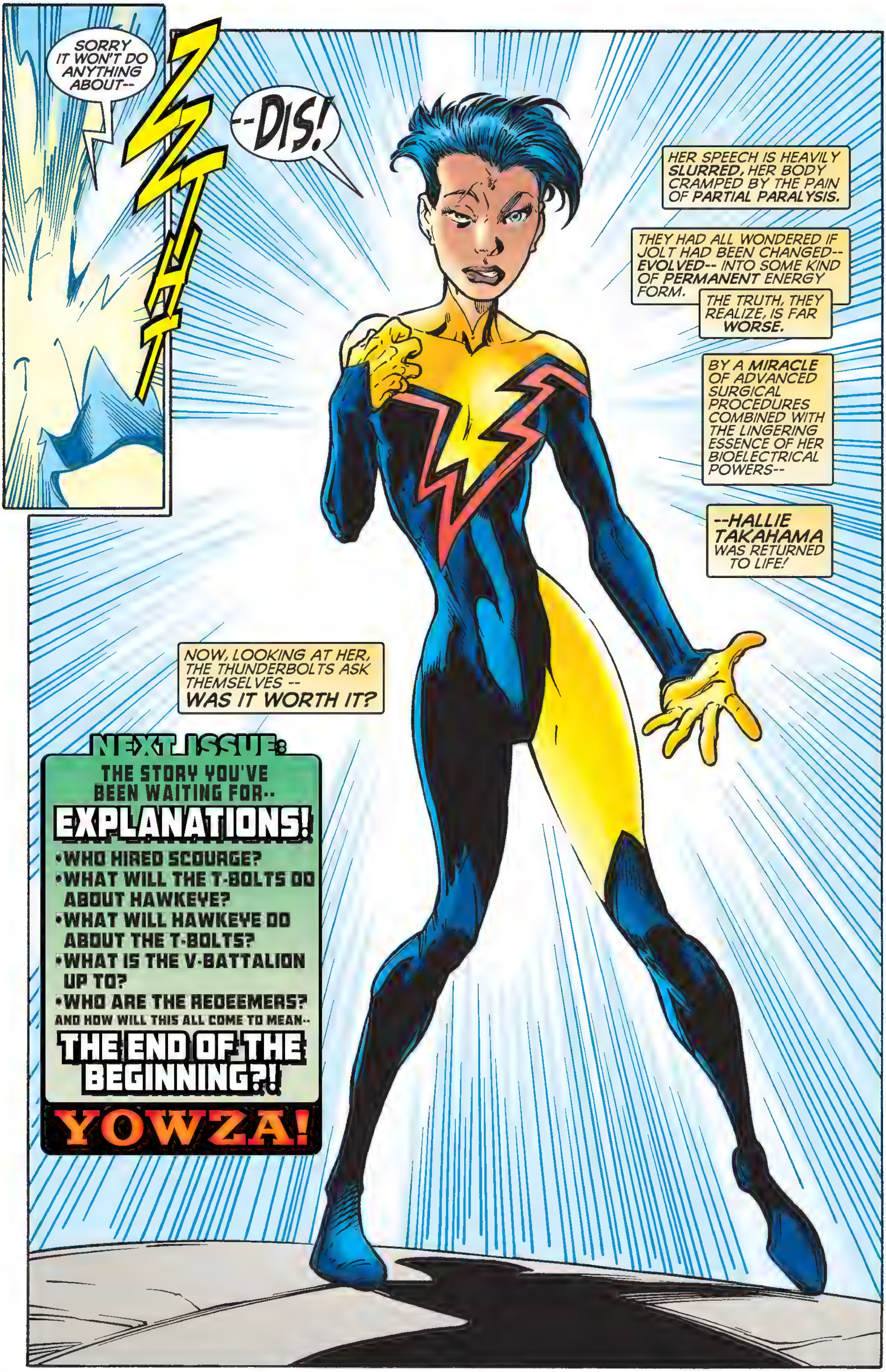

CRAP. I FLUSHED ALL MY PYM PARTICLES SHRINKING ATLAS DOWN BEFORE HE EXPLODED!
I DON'T HAVE THE *HARDWARE* TO FIGHT THEM RIGHT NOW...
...AND WOULDN'T THAT MAKE A LEGITIMATE *PROGRAMMING* FOIL FOR *FAILING* TO FINISH MY MISSION...
THWOOM
GOTCHA!
A *MATTER-MATRIX CARD* IN HIS WALLET MATERIALIZES HIS SCOURGE-ARMOR AROUND HIM...
SYSTEMS ACCESS: 25.
THROOM
WITH HIS HIDDEN **WEAPONS CACHE** UNATTAINABLE, SCOURGE ACTIVATES **EXTERNAL** SYSTEMS LIKE--
--THE **UNICORN'S POWER HORN!**
WHOA! CHARLIE--YOU OKAY?
LET HIM BE HURT. IT WOULD SERVE HIM RIGHT FOR HIS *RECKLESSNESS!*
SYSTEMS ACCESS: 11.
SORRY TO DISAPPOINT YOU, STONEY, BUT I'M FINE--
--ALTHOUGH I MIGHT PULL SOMETHING *LAUGHING*--
--AT SCOURGE JUMPING AROUND WITH *LITTLE SPRINGS* ON THE BOTTOM OF HIS BOOTIES!


OH, I FINALLY GET TO MEET THE *INFLUENCE*.
IT WOULD'VE BEEN MORE INTERESTING UNDER MY *ORIGINAL* PROTOCOL.
AND WHAT MIGHT *THAT* HAVE BEEN?
LAST ONE STANDING, UNABLE TO PHASE AND ESCAPE--
--BECAUSE YOU WOULD BE FORCED TO CARRY YOUR LOVER'S *CRITICALLY INJURED* BODY AROUND--
--WHILE I WORE YOU DOWN LIKE A HOUND AFTER A FOX!
Ah, THAT WOULD HAVE BEEN SO MUCH BETTER FOR YOU, I'M SURE...
THEK
MY LANCE?
THERE GO MOST OF MY REMAINING WEAPONS!
GOOD!
MACH-2, FOLLOW UP!
DON'T EVEN NEED TO SAY IT ANYMORE, HAWK--
--WE KNOW WHAT WE'RE DOING...
SKPOW
THAT'S ONE FOR WHAT YOU DID TO JOLT!


IF THEY PLAY IT RIGHT, THIS IS GOING TO HURT...
FIRE AWAY, SCOURGE--YOU'LL ONLY BE FRYING YOURSELF--
STHSSSS
--WHILE YOUR BLAST RICOCHETS INSIDE A HARD SOUND BUBBLE!
MRRMMMM...
ZCHAK
YOU'RE DONE!
NOW, LET'S FIND OUT WHO THIS GUY IS-- AND WHY HE WANTS US DEAD!


PROB'LY SOMEONE WE WON'T EVEN--
--RECOGNIZE...
CAPTAIN AMERICA?!
HELLO, CLINT.
SURPRISED TO SEE ME?
Oh, BULL! LET'S SEE WHO'S REALLY UNDER THIS MASK!
IT'S REALLY ME, CLINT.
THE OTHERS MIGHT NOT KNOW MY REAL FACE, BUT YOU DO.
IT REALLY IS STEVE ROGERS-- BUT NO-- IT CAN'T BE--
IS THAT HIM, HAWK? IS THAT WHAT CAP'S FACE LOOKS LIKE?
I-- YEAH... IT IS-- BUT IT CAN'T BE--
IF CAPTAIN AMERICA IS WORKING AGAINST US--
--MAYBE EVEN WORKING FOR THE GOVERNMENT--
--WHAT CHANCE DO WE HAVE FOR CLEMENCY?


CLEMENCY?
HAH HAH HAH!
HALLIE--? ARE YOU... WELL...?
THERE'S NOTHIN' FUNNY ABOUT THIS!
YOU KNOW HOW MUCH OF A CHANCE WE HAVE FOR REDEMPTION, MEL?
ZERO!
EVER SINCE HAWKEYE CAME AND BLEW SMOKE UP OUR BUTTS--
--WE'VE HAD NO CHANCE TO MAKE IT HAPPEN!
WHAT'RE YOU--
TALKING ABOUT, HAWKEYE?
TELL US HOW Mr. AVENGER GOT IT ALL SQUARED AWAY--
--SO THAT THE COMMISSION ON SUPERHUMAN ACTIVITY WOULD PARDON US IF WE PLAY IT STRAIGHT?
WE STUCK TOGETHER BECAUSE OF YOU! WE THOUGHT WE ACTUALLY HAD A CHANCE...
ABE WENT TO PRISON AND I GOT MYSELF KILLED--
--ALL BECAUSE OF YOU--
--AND YOU WERE LYING TO US ALL ALONG!
Oh, THAT'S GOING TO BACKFIRE ON YOU, CLINT...
I-- I-- IT'S NOT LIKE THAT-- I-- WAS TRYIN' TO-- I--
--I'M SORRY...
SORRY?
SORRY WON'T HELP US NOW!
SORRY WON'T EVER MAKE ME NORMAL AGAIN!


SORRY IT WON'T DO ANYTHING ABOUT--
ZZAT
--DIS!
HER SPEECH IS HEAVILY SLURRED, HER BODY CRAMPED BY THE PAIN OF PARTIAL PARALYSIS.
THEY HAD ALL WONDERED IF JOLT HAD BEEN CHANGED-- EVOLVED-- INTO SOME KIND OF PERMANENT ENERGY FORM.
THE TRUTH, THEY REALIZE, IS FAR WORSE.
BY A MIRACLE OF ADVANCED SURGICAL PROCEDURES COMBINED WITH THE LINGERING ESSENCE OF HER BIOELECTRICAL POWERS--
--HALLIE TAKAHAMA WAS RETURNED TO LIFE!
NOW, LOOKING AT HER, THE THUNDERBOLTS ASK THEMSELVES -- WAS IT WORTH IT?
NEXT ISSUE:
THE STORY YOU'VE BEEN WAITING FOR--
EXPLANATIONS!
•WHO HIRED SCOURGE?
•WHAT WILL THE T-BOLTS DO ABOUT HAWKEYE?
•WHAT WILL HAWKEYE DO ABOUT THE T-BOLTS?
•WHAT IS THE V-BATTALION UP TO?
•WHO ARE THE REDEEMERS?
AND HOW WILL THIS ALL COME TO MEAN--
THE END OF THE BEGINNING?!
YOWZA!

MARVEL COMICS
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL'S MOST WANTED:
THUNDERBOLTS
NICIEZA
ZIRCHER
VEY
The FACE of SCOURGE!
#49
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ONCE THEY WERE THE WORLD'S LATEST SUPER HERO TEAM! BUT THEN, THEIR DARKEST SECRET -- THAT THEY WERE SECRETLY THE MASTERS OF EVIL -- CAME TO LIGHT! NOW THEY ARE ON THE RUN, HUNTED BY THOSE THEY ONCE PROTECTED! AND THEY WONDER: IS IT POSSIBLE FOR HARDENED CRIMINALS TO FIND REDEMPTION? OR MUST THEY RETURN TO THEIR LIVES OUTSIDE THE LAW? STAN LEE PRESENTS:

THE THUNDERBOLTS!

EXPLANATIONS!

The END of the BEGINNING...

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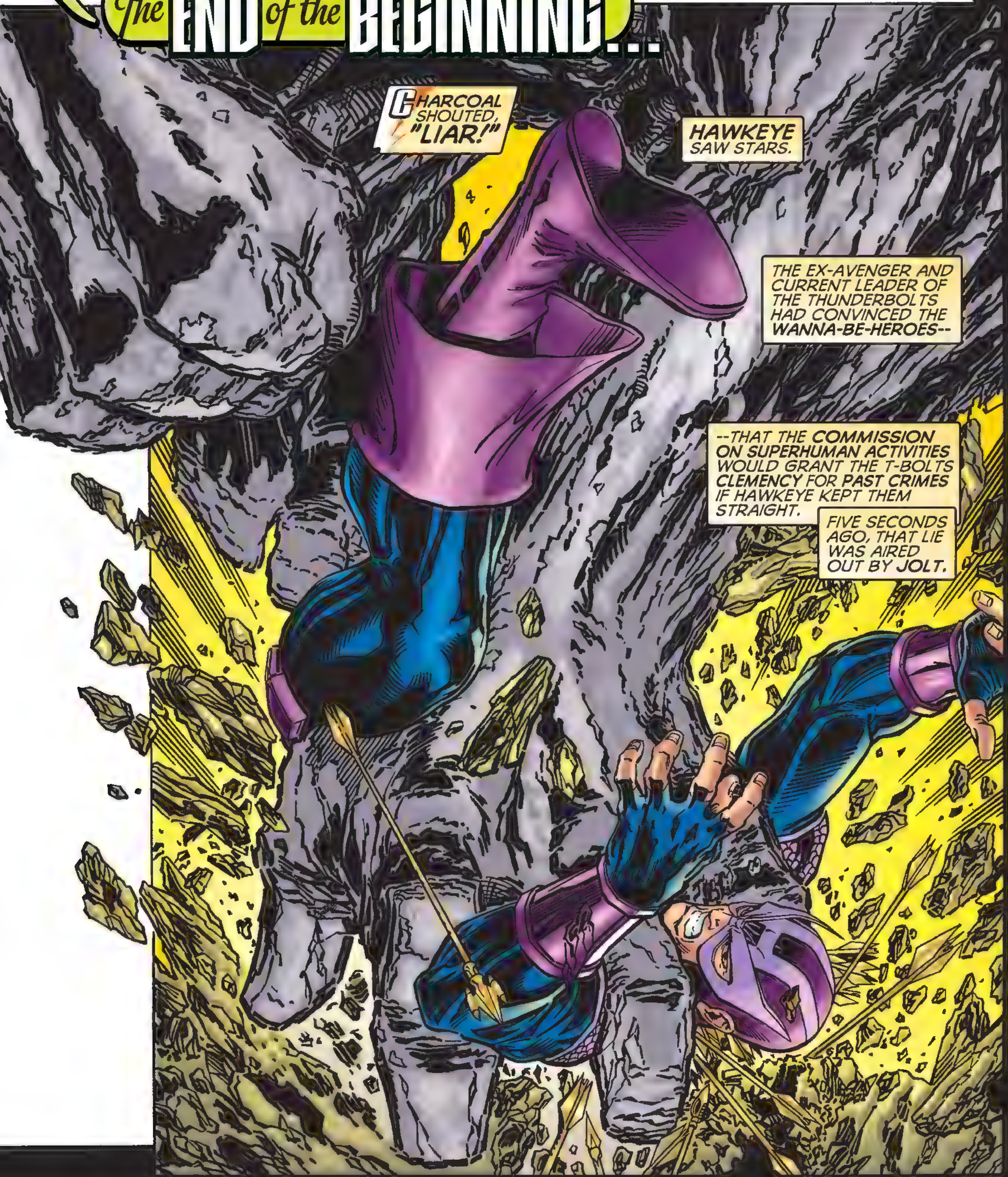
CHARCOAL SHOUTED, "LIAR!"
HAWKEYE SAW STARS.
THE EX-AVENGER AND CURRENT LEADER OF THE THUNDERBOLTS HAD CONVINCED THE WANNA-BE-HEROES--
--THAT THE COMMISSION ON SUPERHUMAN ACTIVITIES WOULD GRANT THE T-BOLTS CLEMENCY FOR PAST CRIMES IF HAWKEYE KEPT THEM STRAIGHT.
FIVE SECONDS AGO, THAT LIE WAS AIRED OUT BY JOLT.

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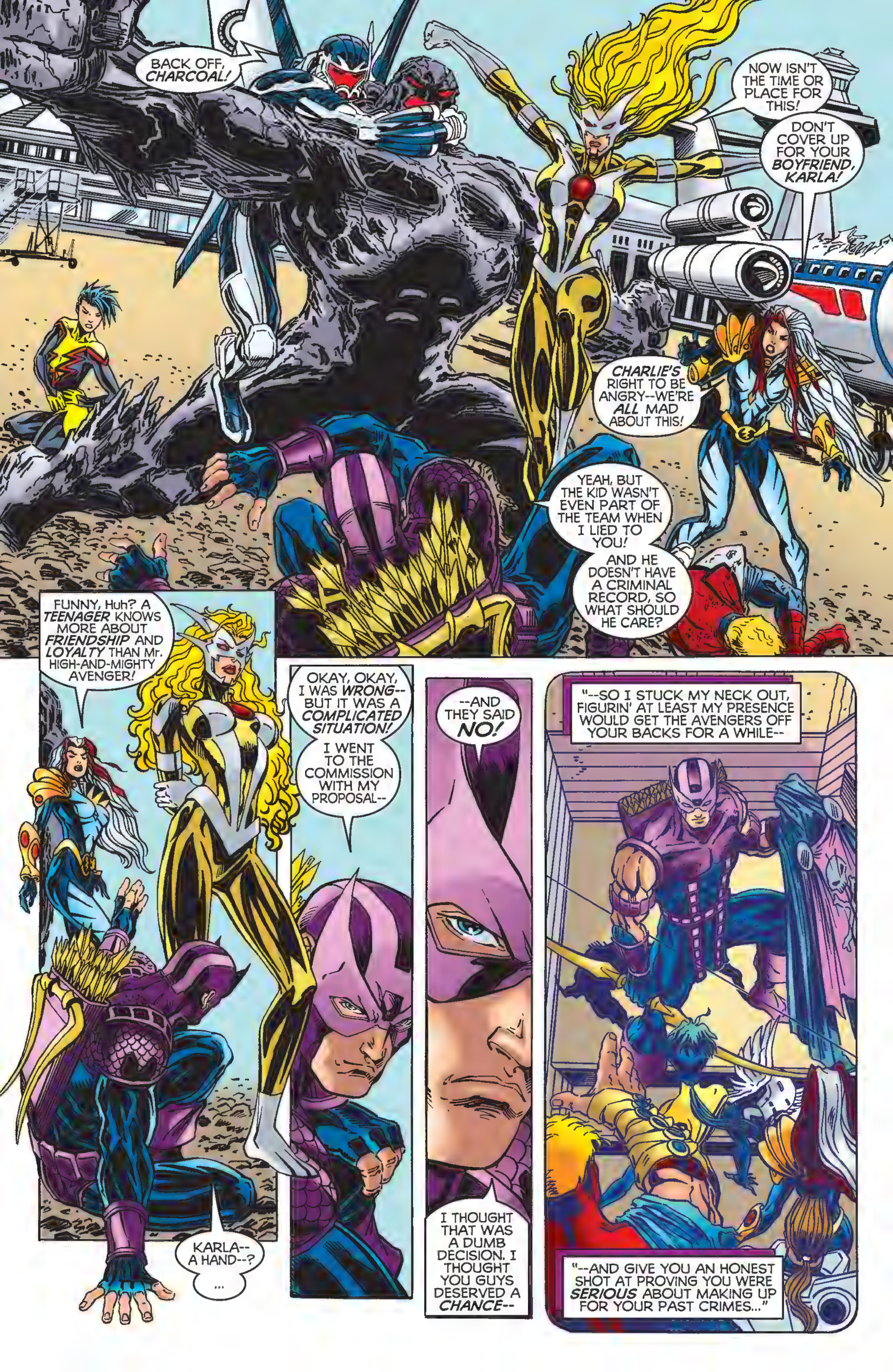
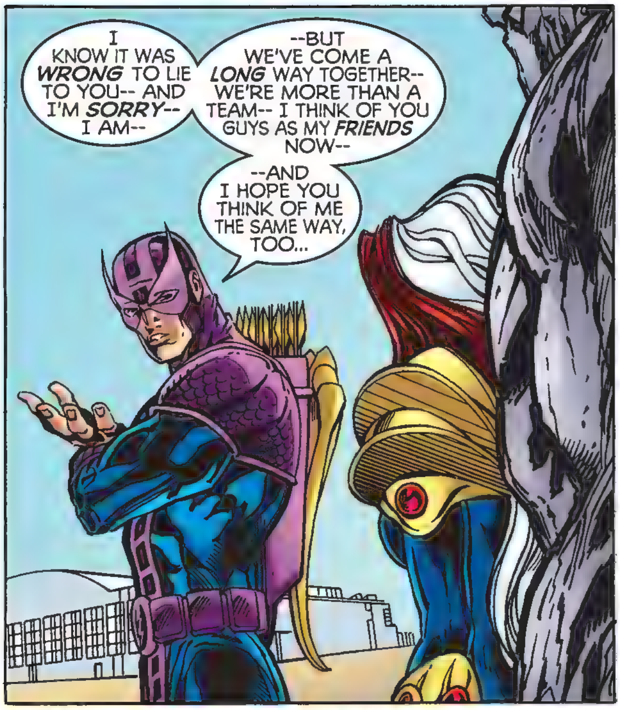
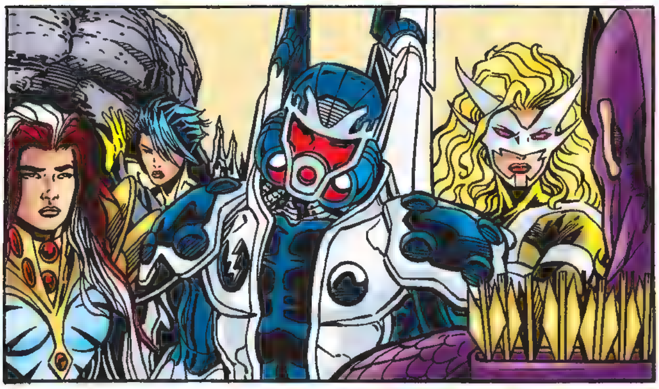
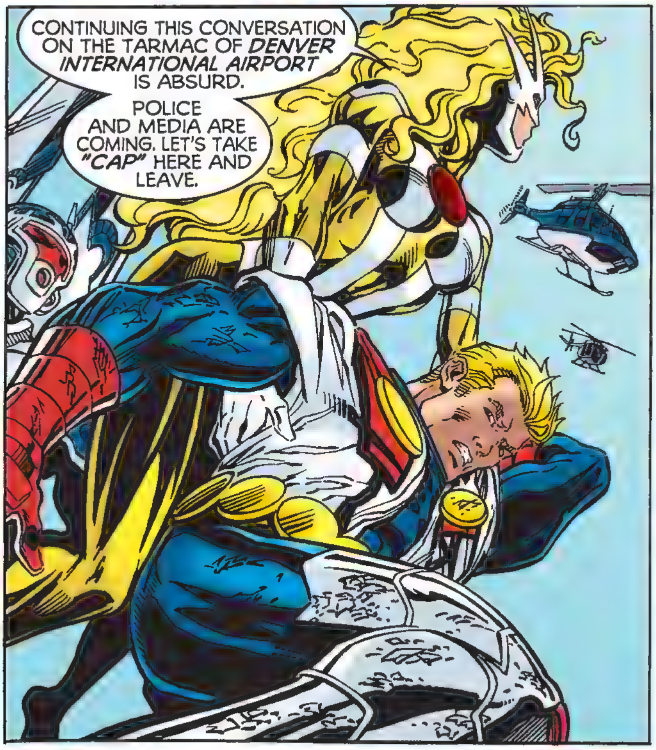
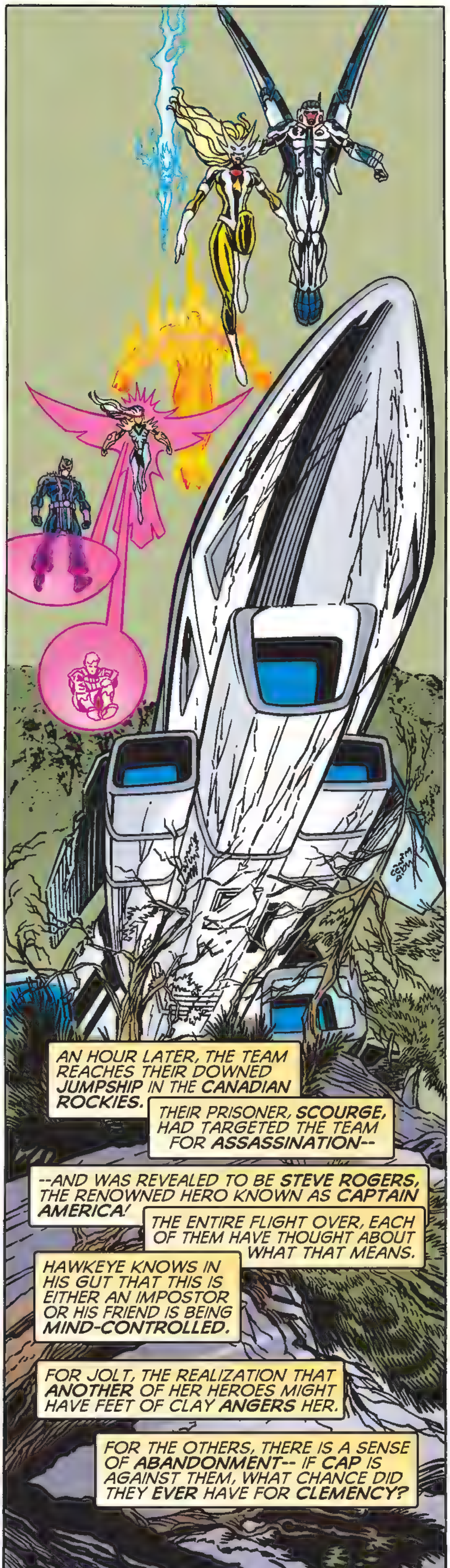
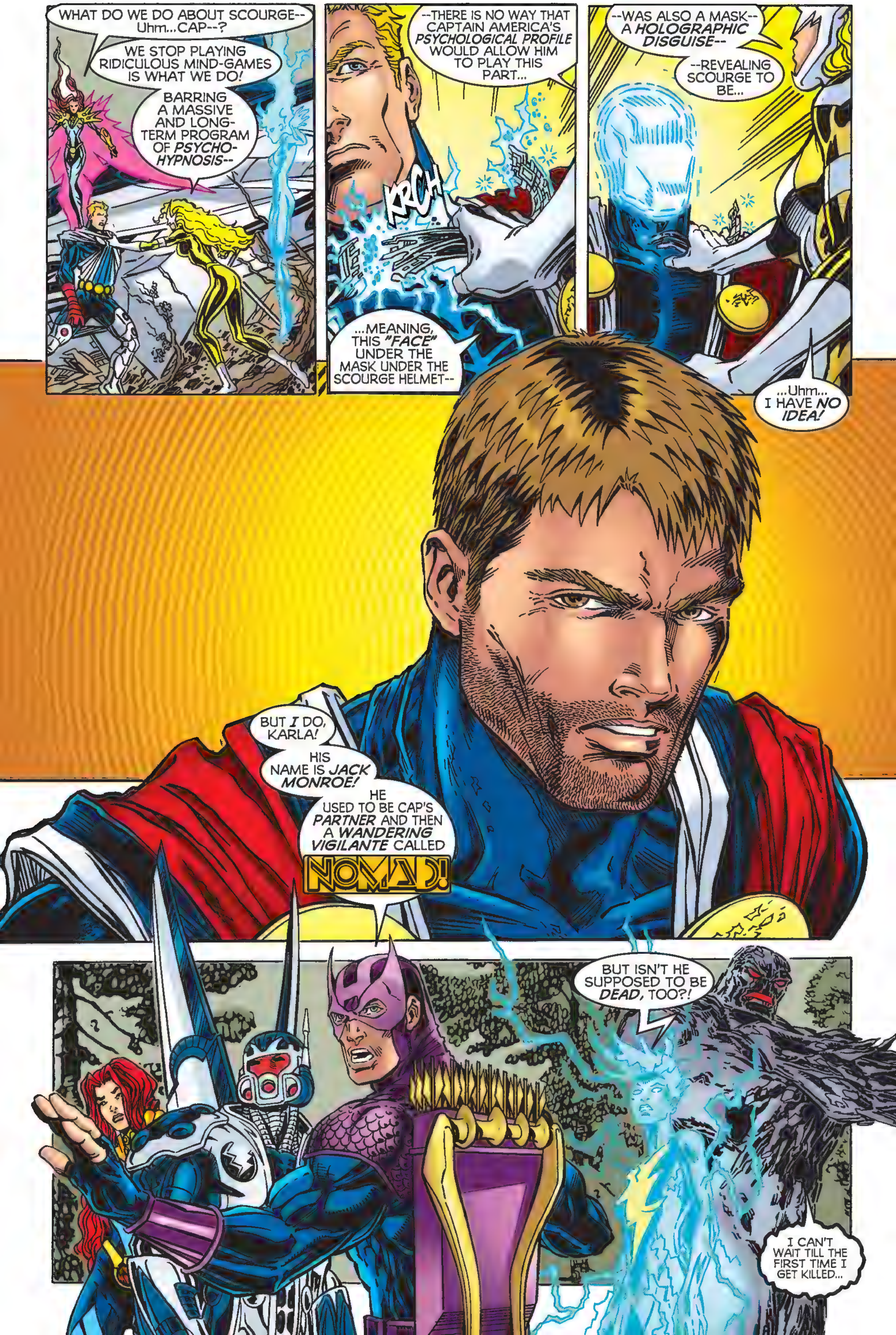

BACK OFF, *CHARCOAL!*
NOW ISN'T THE TIME OR PLACE FOR THIS!
DON'T COVER UP FOR YOUR *BOYFRIEND, KARLA!*
CHARLIE'S RIGHT TO BE ANGRY--WE'RE *ALL* MAD ABOUT THIS!
YEAH, BUT THE KID WASN'T EVEN PART OF THE TEAM WHEN I LIED TO YOU!
AND HE DOESN'T HAVE A CRIMINAL RECORD, SO WHAT SHOULD HE CARE?
FUNNY, Huh? A *TEENAGER* KNOWS MORE ABOUT *FRIENDSHIP* AND *LOYALTY* THAN Mr. HIGH-AND-MIGHTY AVENGER!
KARLA-- A HAND--?
...
OKAY, OKAY, I WAS *WRONG*-- BUT IT WAS A *COMPLICATED SITUATION!*
I WENT TO THE COMMISSION WITH MY PROPOSAL--
--AND THEY SAID *NO!*
I THOUGHT THAT WAS A DUMB DECISION. I THOUGHT YOU GUYS DESERVED A *CHANCE*--
"--SO I STUCK MY NECK OUT, FIGURIN' AT LEAST MY PRESENCE WOULD GET THE AVENGERS OFF YOUR BACKS FOR A WHILE--
"--AND GIVE YOU AN HONEST SHOT AT PROVING YOU WERE *SERIOUS* ABOUT MAKING UP FOR YOUR PAST CRIMES..."

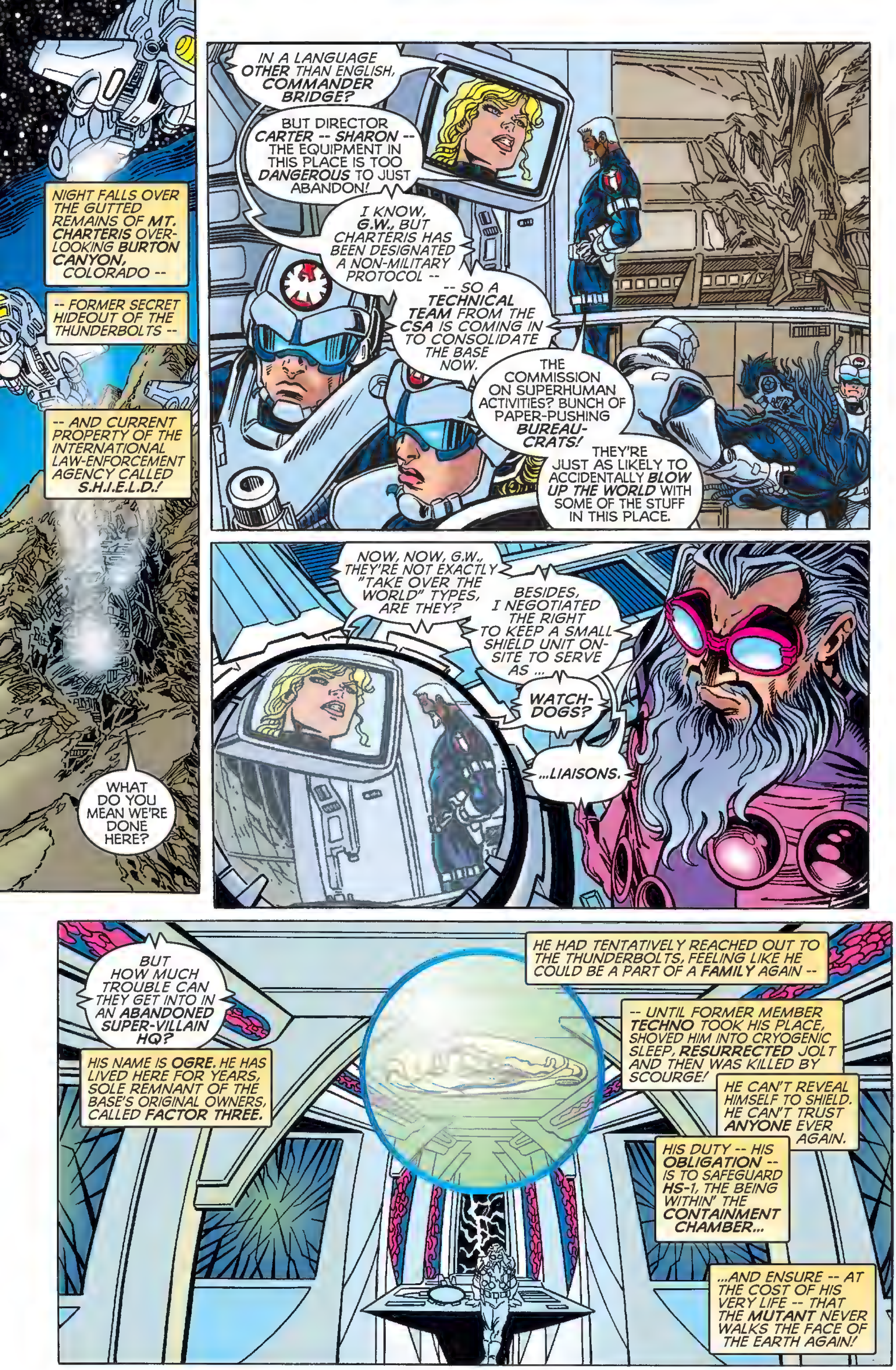

I KNOW IT WAS *WRONG* TO LIE TO YOU-- AND I'M *SORRY*-- I AM--
--BUT WE'VE COME A *LONG* WAY TOGETHER-- WE'RE MORE THAN A TEAM-- I THINK OF YOU GUYS AS MY *FRIENDS* NOW--
--AND I HOPE YOU THINK OF ME THE SAME WAY, TOO...

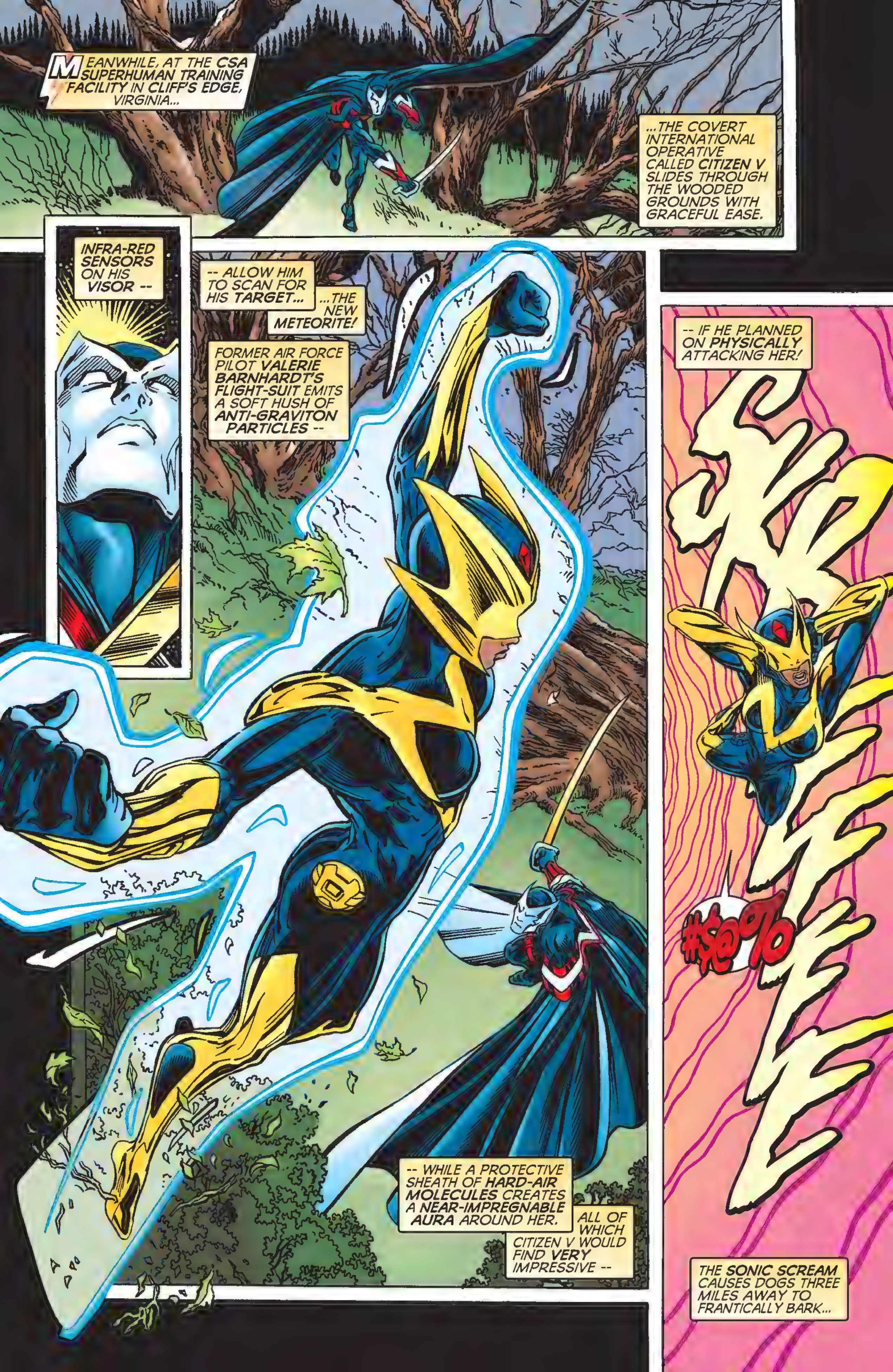


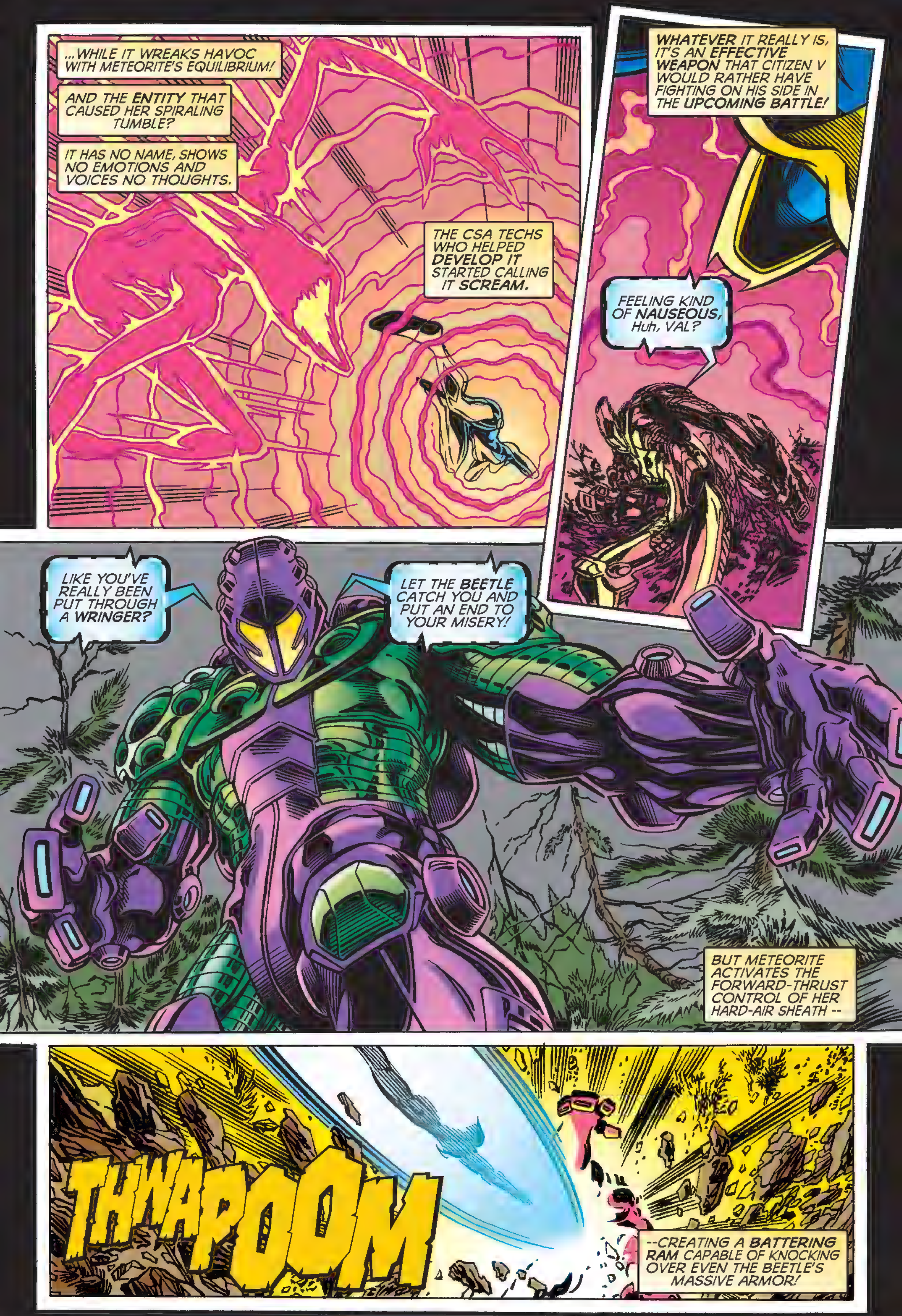

CONTINUING THIS CONVERSATION ON THE TARMAC OF *DENVER INTERNATIONAL AIRPORT* IS ABSURD.
POLICE AND MEDIA ARE COMING. LET'S TAKE *"CAP"* HERE AND LEAVE.

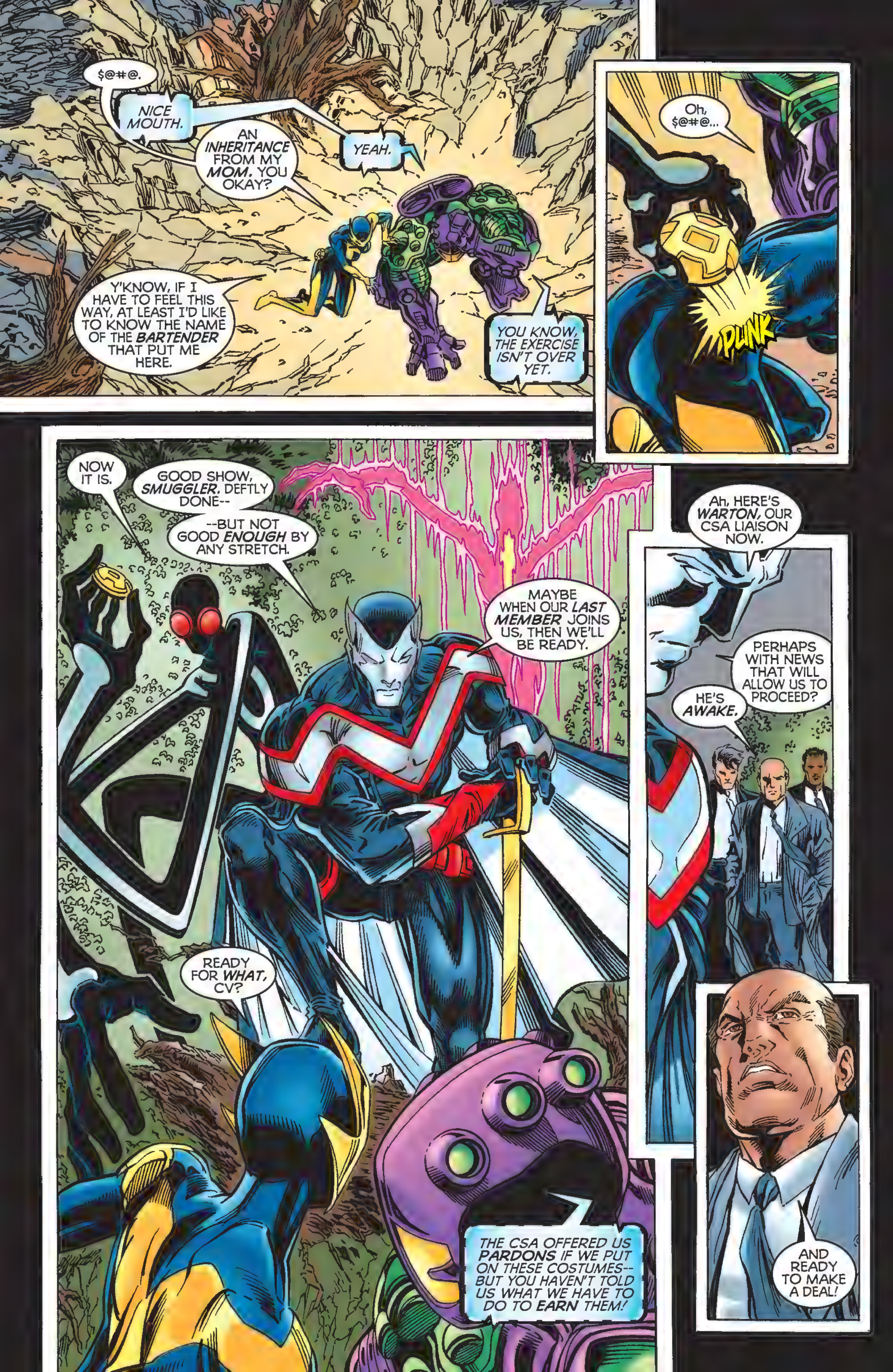

AN HOUR LATER, THE TEAM REACHES THEIR DOWNED **JUMPSHIP** IN THE **CANADIAN ROCKIES.**
THEIR PRISONER, **SCOURGE,** HAD TARGETED THE TEAM FOR **ASSASSINATION--**
--AND WAS REVEALED TO BE **STEVE ROGERS,** THE RENOWNED HERO KNOWN AS **CAPTAIN AMERICA!**
THE ENTIRE FLIGHT OVER, EACH OF THEM HAVE THOUGHT ABOUT WHAT THAT MEANS.
HAWKEYE KNOWS IN HIS GUT THAT THIS IS EITHER AN IMPOSTOR OR HIS FRIEND IS BEING **MIND-CONTROLLED.**
FOR JOLT, THE REALIZATION THAT **ANOTHER** OF HER HEROES MIGHT HAVE FEET OF CLAY **ANGERS** HER.
FOR THE OTHERS, THERE IS A SENSE OF **ABANDONMENT--** IF **CAP** IS AGAINST THEM, WHAT CHANCE DID THEY **EVER** HAVE FOR **CLEMENCY?**

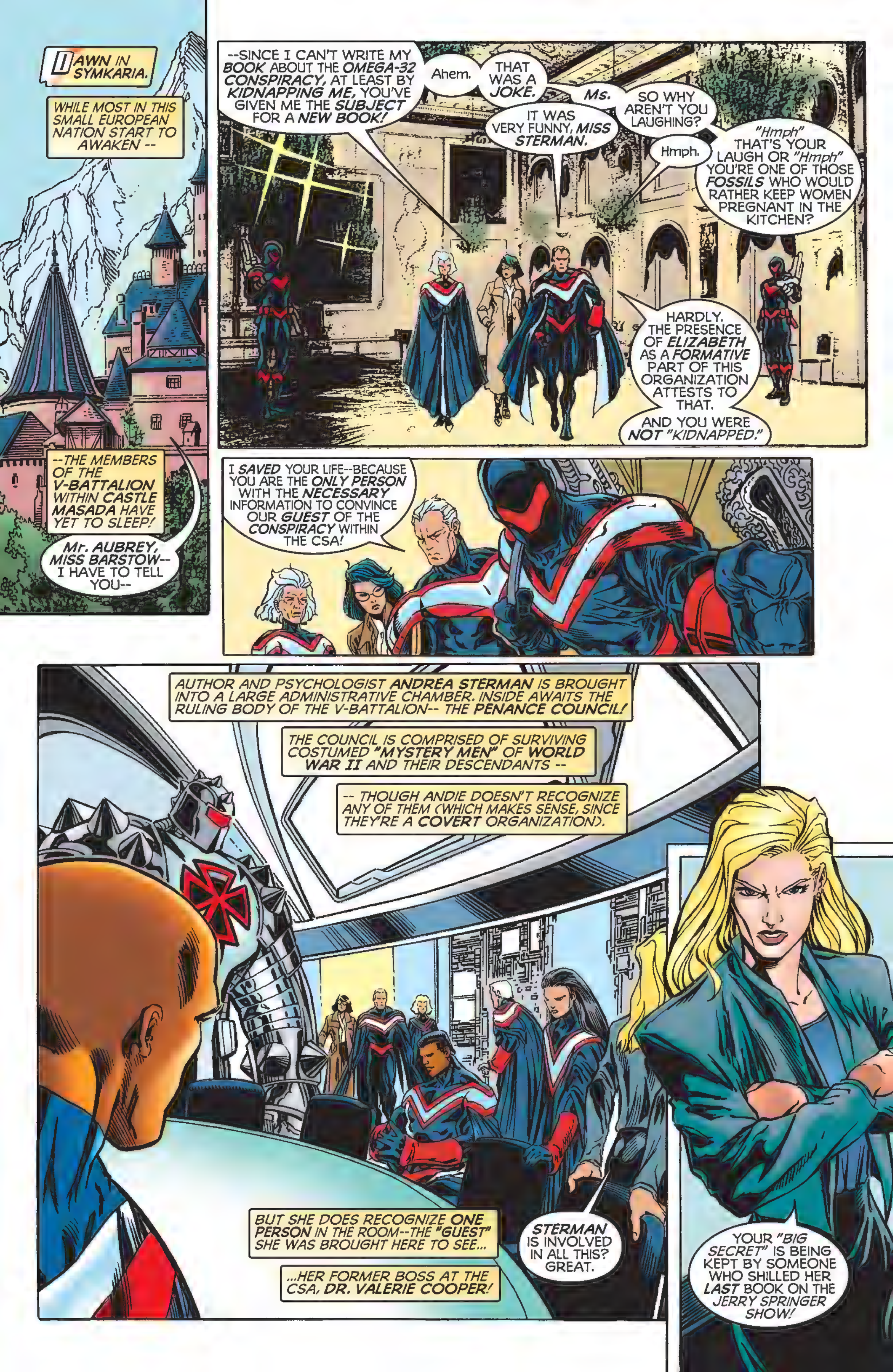

WHAT DO WE DO ABOUT SCOURGE-- Uhm...CAP--?
WE STOP PLAYING RIDICULOUS MIND-GAMES IS WHAT WE DO!
BARRING A MASSIVE AND LONG-TERM PROGRAM OF *PSYCHO-HYPNOSIS*--
--THERE IS NO WAY THAT CAPTAIN AMERICA'S *PSYCHOLOGICAL PROFILE* WOULD ALLOW HIM TO PLAY THIS PART...
KRCH
...MEANING, THIS *"FACE"* UNDER THE MASK UNDER THE SCOURGE HELMET--
--WAS ALSO A MASK-- A *HOLOGRAPHIC DISGUISE*--
--REVEALING SCOURGE TO BE...
...Uhm... I HAVE *NO IDEA!*
BUT *I* DO, KARLA!
HIS NAME IS *JACK MONROE!*
HE USED TO BE CAP'S *PARTNER* AND THEN A *WANDERING VIGILANTE* CALLED
NOMAD!
BUT ISN'T HE SUPPOSED TO BE *DEAD*, TOO?!
I CAN'T WAIT TILL THE FIRST TIME I GET KILLED...

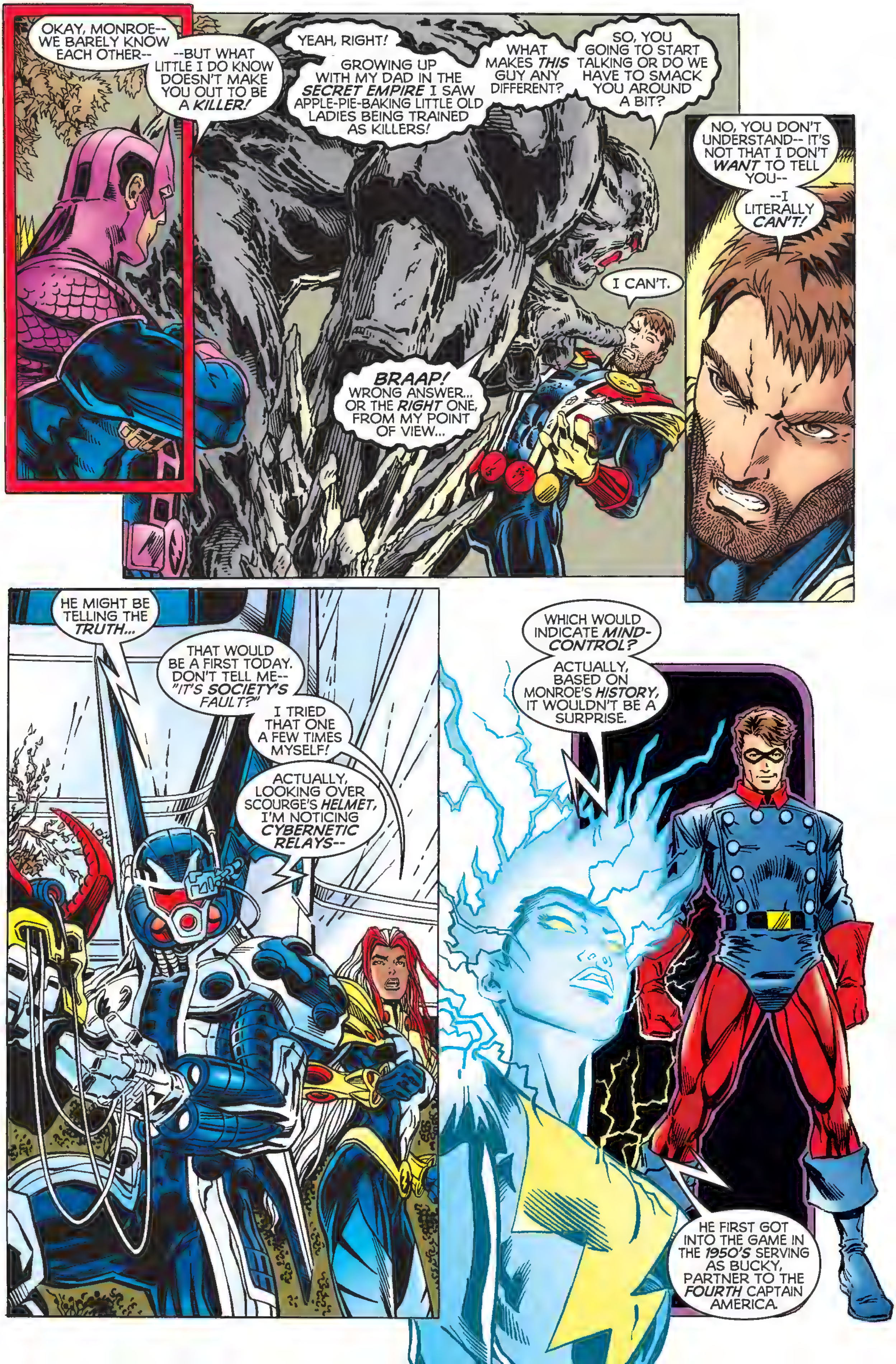

NIGHT FALLS OVER THE GUTTED REMAINS OF MT. CHARTERIS OVERLOOKING BURTON CANYON, COLORADO --
-- FORMER SECRET HIDEOUT OF THE THUNDERBOLTS --
-- AND CURRENT PROPERTY OF THE INTERNATIONAL LAW-ENFORCEMENT AGENCY CALLED S.H.I.E.L.D.!
WHAT DO YOU MEAN WE'RE DONE HERE?
IN A LANGUAGE OTHER THAN ENGLISH, COMMANDER BRIDGE?
BUT DIRECTOR CARTER -- SHARON -- THE EQUIPMENT IN THIS PLACE IS TOO DANGEROUS TO JUST ABANDON!
I KNOW, G.W., BUT CHARTERIS HAS BEEN DESIGNATED A NON-MILITARY PROTOCOL --
-- SO A TECHNICAL TEAM FROM THE CSA IS COMING IN TO CONSOLIDATE THE BASE NOW.
THE COMMISSION ON SUPERHUMAN ACTIVITIES? BUNCH OF PAPER-PUSHING BUREAUCRATS!
THEY'RE JUST AS LIKELY TO ACCIDENTALLY BLOW UP THE WORLD WITH SOME OF THE STUFF IN THIS PLACE.
NOW, NOW, G.W., THEY'RE NOT EXACTLY "TAKE OVER THE WORLD" TYPES, ARE THEY?
BESIDES, I NEGOTIATED THE RIGHT TO KEEP A SMALL SHIELD UNIT ON-SITE TO SERVE AS ...
WATCH-DOGS?
...LIAISONS.
BUT HOW MUCH TROUBLE CAN THEY GET INTO IN AN ABANDONED SUPER-VILLAIN HQ?
HIS NAME IS OGRE. HE HAS LIVED HERE FOR YEARS, SOLE REMNANT OF THE BASE'S ORIGINAL OWNERS, CALLED FACTOR THREE.
HE HAD TENTATIVELY REACHED OUT TO THE THUNDERBOLTS, FEELING LIKE HE COULD BE A PART OF A FAMILY AGAIN --
-- UNTIL FORMER MEMBER TECHNO TOOK HIS PLACE, SHOVED HIM INTO CRYOGENIC SLEEP, RESURRECTED JOLT AND THEN WAS KILLED BY SCOURGE!
HE CAN'T REVEAL HIMSELF TO SHIELD. HE CAN'T TRUST ANYONE EVER AGAIN.
HIS DUTY -- HIS OBLIGATION -- IS TO SAFEGUARD HS-1, THE BEING WITHIN' THE CONTAINMENT CHAMBER...
...AND ENSURE -- AT THE COST OF HIS VERY LIFE -- THAT THE MUTANT NEVER WALKS THE FACE OF THE EARTH AGAIN!

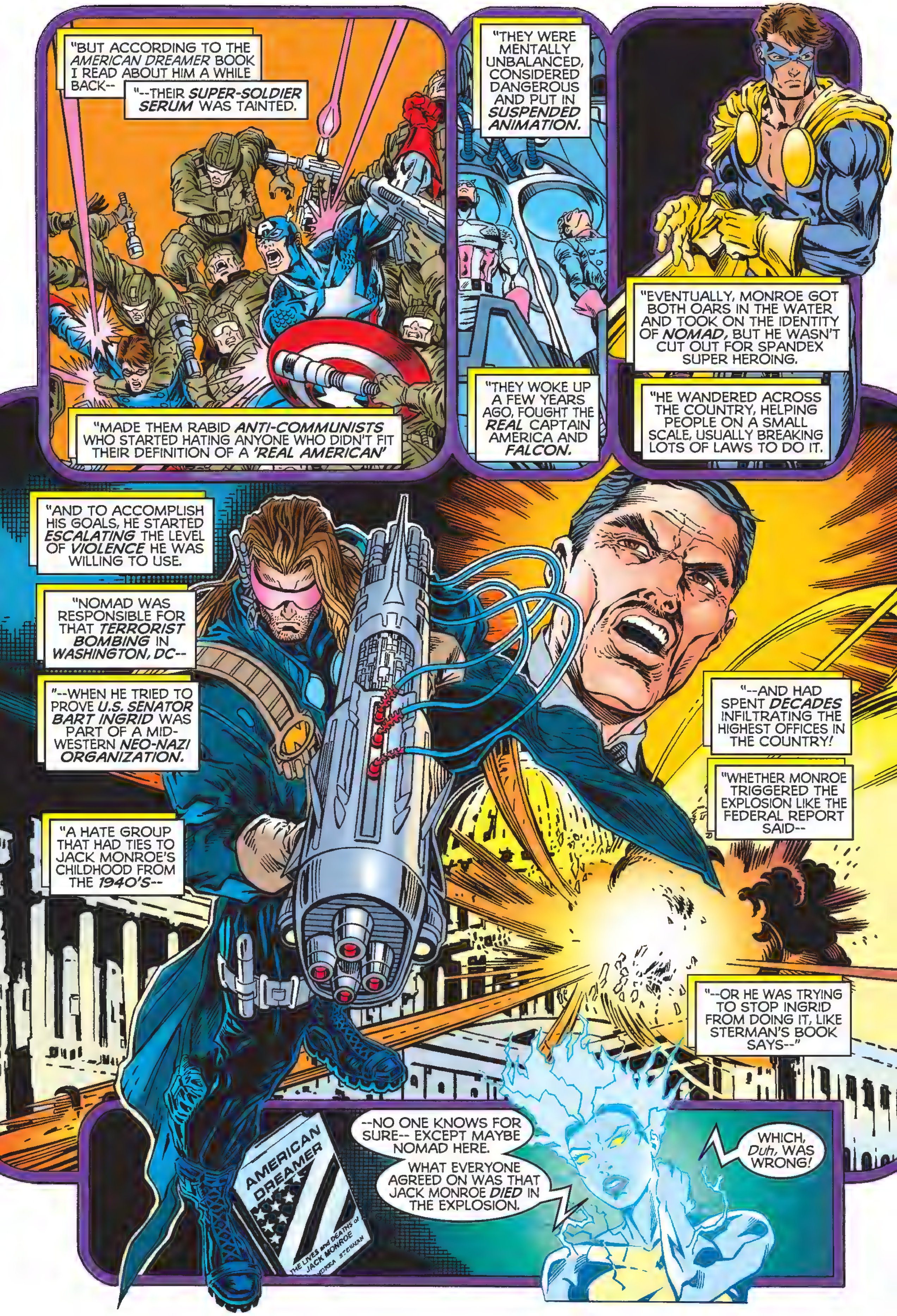

MEANWHILE, AT THE CSA SUPERHUMAN TRAINING FACILITY IN CLIFF'S EDGE, VIRGINIA...
...THE COVERT INTERNATIONAL OPERATIVE CALLED CITIZEN V SLIDES THROUGH THE WOODED GROUNDS WITH GRACEFUL EASE.
INFRA-RED SENSORS ON HIS VISOR --
-- ALLOW HIM TO SCAN FOR HIS TARGET...
...THE NEW METEORITE!
FORMER AIR FORCE PILOT VALERIE BARNHARDT'S FLIGHT-SUIT EMITS A SOFT HUSH OF ANTI-GRAVITON PARTICLES --
-- WHILE A PROTECTIVE SHEATH OF HARD-AIR MOLECULES CREATES A NEAR-IMPREGNABLE AURA AROUND HER.
ALL OF WHICH CITIZEN V WOULD FIND VERY IMPRESSIVE --
-- IF HE PLANNED ON PHYSICALLY ATTACKING HER!
SKREEEE
#$@%
THE SONIC SCREAM CAUSES DOGS THREE MILES AWAY TO FRANTICALLY BARK...

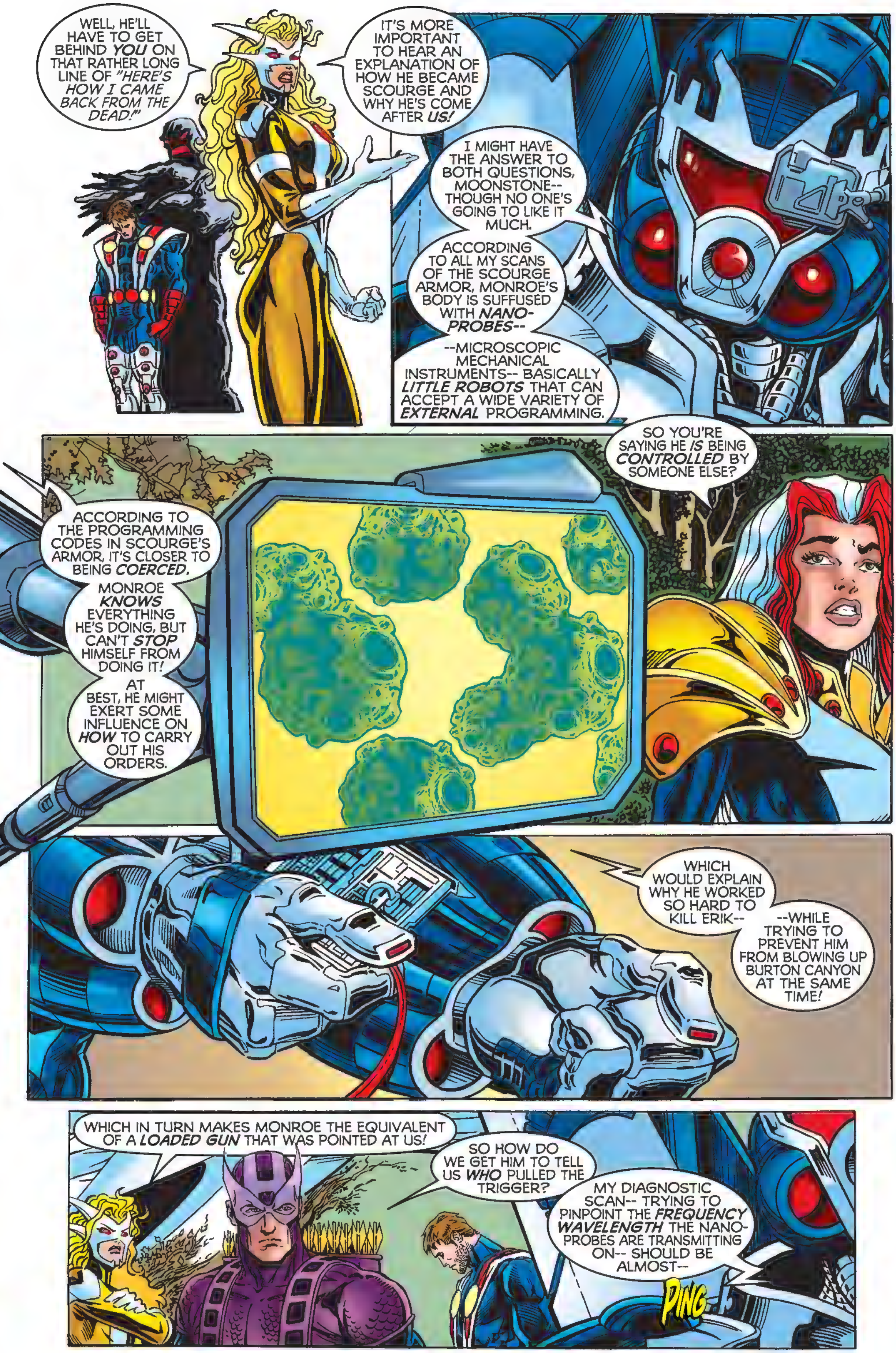

...WHILE IT WREAKS HAVOC WITH METEORITE'S EQUILIBRIUM!
AND THE **ENTITY** THAT CAUSED HER SPIRALING TUMBLE?
IT HAS NO NAME, SHOWS NO EMOTIONS AND VOICES NO THOUGHTS.
THE CSA TECHS WHO HELPED **DEVELOP IT** STARTED CALLING IT **SCREAM.**
WHATEVER IT REALLY IS, IT'S AN **EFFECTIVE WEAPON** THAT CITIZEN V WOULD RATHER HAVE FIGHTING ON HIS SIDE IN THE **UPCOMING BATTLE!**
FEELING KIND OF **NAUSEOUS,** Huh, VAL?
LIKE YOU'VE REALLY BEEN PUT THROUGH A **WRINGER?**
LET THE **BEETLE** CATCH YOU AND PUT AN END TO YOUR MISERY!
BUT METEORITE ACTIVATES THE FORWARD-THRUST CONTROL OF HER HARD-AIR SHEATH --
THWAPOOM
--CREATING A **BATTERING RAM** CAPABLE OF KNOCKING OVER EVEN THE BEETLE'S MASSIVE ARMOR!

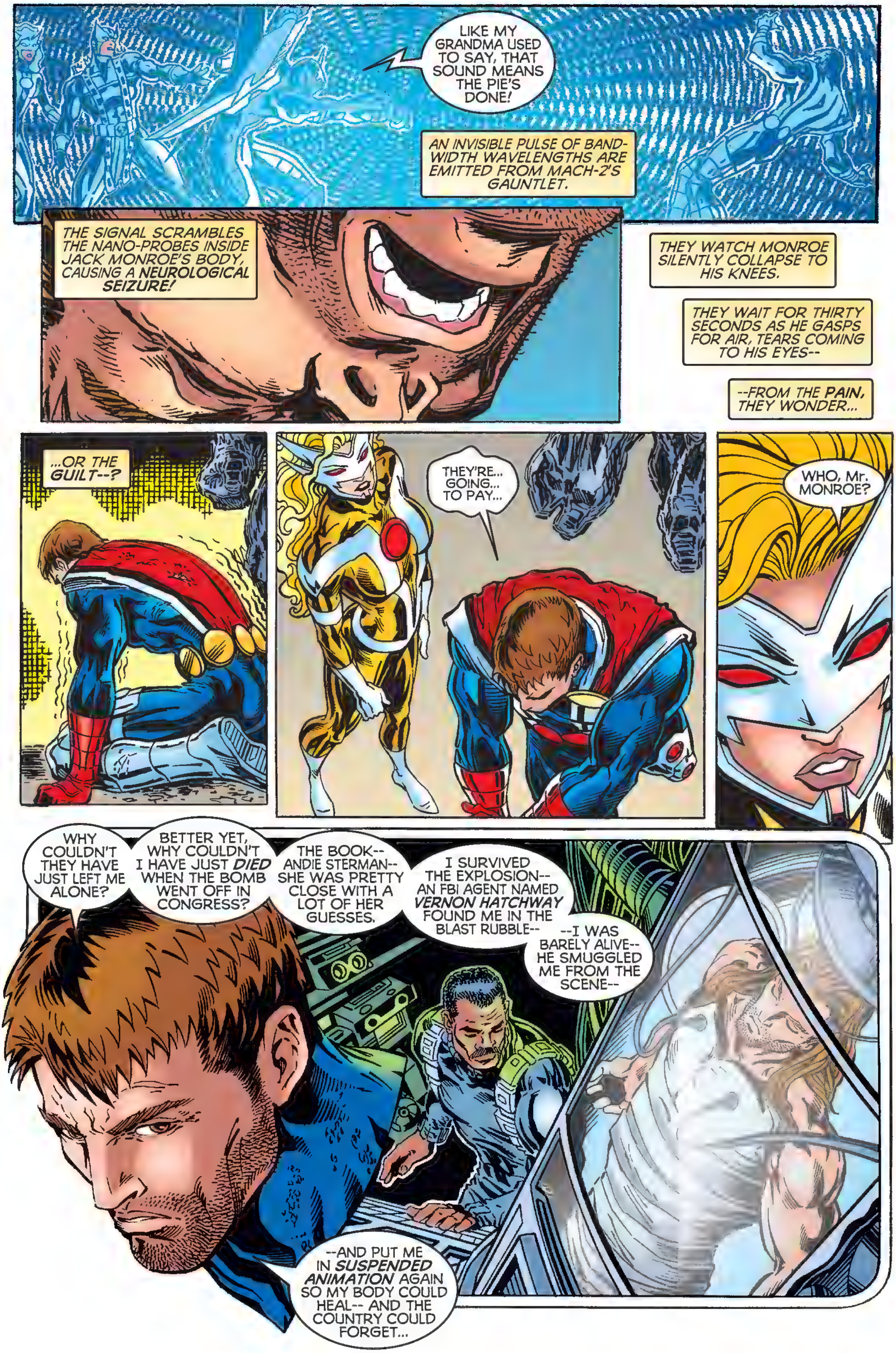

$@#@.
NICE MOUTH.
AN INHERITANCE FROM MY MOM. YOU OKAY?
YEAH.
Y'KNOW, IF I HAVE TO FEEL THIS WAY, AT LEAST I'D LIKE TO KNOW THE NAME OF THE BARTENDER THAT PUT ME HERE.
YOU KNOW, THE EXERCISE ISN'T OVER YET.
Oh, $@#@...
PUNK
NOW IT IS.
GOOD SHOW, SMUGGLER. DEFTLY DONE--
--BUT NOT GOOD ENOUGH BY ANY STRETCH.
MAYBE WHEN OUR LAST MEMBER JOINS US, THEN WE'LL BE READY.
READY FOR WHAT, CV?
THE CSA OFFERED US PARDONS IF WE PUT ON THESE COSTUMES-- BUT YOU HAVEN'T TOLD US WHAT WE HAVE TO DO TO EARN THEM!
Ah, HERE'S WARTON, OUR CSA LIAISON NOW.
PERHAPS WITH NEWS THAT WILL ALLOW US TO PROCEED?
HE'S AWAKE.
AND READY TO MAKE A DEAL!

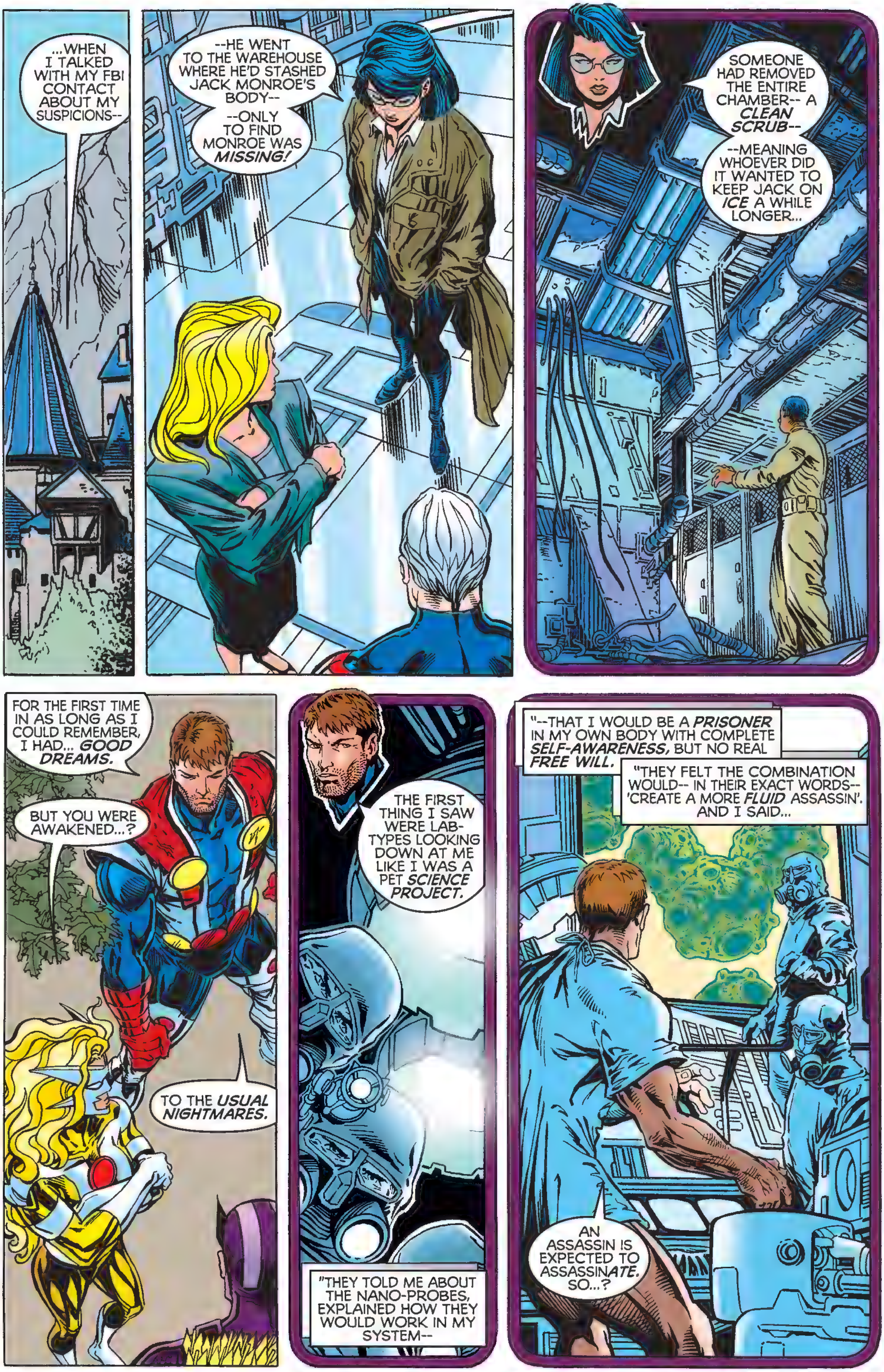

DAWN IN SYMKARIA.
WHILE MOST IN THIS SMALL EUROPEAN NATION START TO AWAKEN --
--THE MEMBERS OF THE V-BATTALION WITHIN CASTLE MASADA HAVE YET TO SLEEP!
Mr. AUBREY, MISS BARSTOW-- I HAVE TO TELL YOU--
--SINCE I CAN'T WRITE MY BOOK ABOUT THE OMEGA-32 CONSPIRACY, AT LEAST BY KIDNAPPING ME, YOU'VE GIVEN ME THE SUBJECT FOR A NEW BOOK!
Ahem.
THAT WAS A JOKE.
IT WAS VERY FUNNY, MISS STERMAN.
Ms.
SO WHY AREN'T YOU LAUGHING?
Hmph.
"Hmph" THAT'S YOUR LAUGH OR "Hmph" YOU'RE ONE OF THOSE FOSSILS WHO WOULD RATHER KEEP WOMEN PREGNANT IN THE KITCHEN?
HARDLY. THE PRESENCE OF ELIZABETH AS A FORMATIVE PART OF THIS ORGANIZATION ATTESTS TO THAT.
AND YOU WERE NOT "KIDNAPPED."
I SAVED YOUR LIFE--BECAUSE YOU ARE THE ONLY PERSON WITH THE NECESSARY INFORMATION TO CONVINCE OUR GUEST OF THE CONSPIRACY WITHIN THE CSA!
AUTHOR AND PSYCHOLOGIST ANDREA STERMAN IS BROUGHT INTO A LARGE ADMINISTRATIVE CHAMBER. INSIDE AWAITS THE RULING BODY OF THE V-BATTALION-- THE PENANCE COUNCIL!
THE COUNCIL IS COMPRISED OF SURVIVING COSTUMED "MYSTERY MEN" OF WORLD WAR II AND THEIR DESCENDANTS --
-- THOUGH ANDIE DOESN'T RECOGNIZE ANY OF THEM (WHICH MAKES SENSE, SINCE THEY'RE A COVERT ORGANIZATION).
BUT SHE DOES RECOGNIZE ONE PERSON IN THE ROOM--THE "GUEST" SHE WAS BROUGHT HERE TO SEE...
...HER FORMER BOSS AT THE CSA, DR. VALERIE COOPER!
STERMAN IS INVOLVED IN ALL THIS? GREAT.
YOUR "BIG SECRET" IS BEING KEPT BY SOMEONE WHO SHILLED HER LAST BOOK ON THE JERRY SPRINGER SHOW!

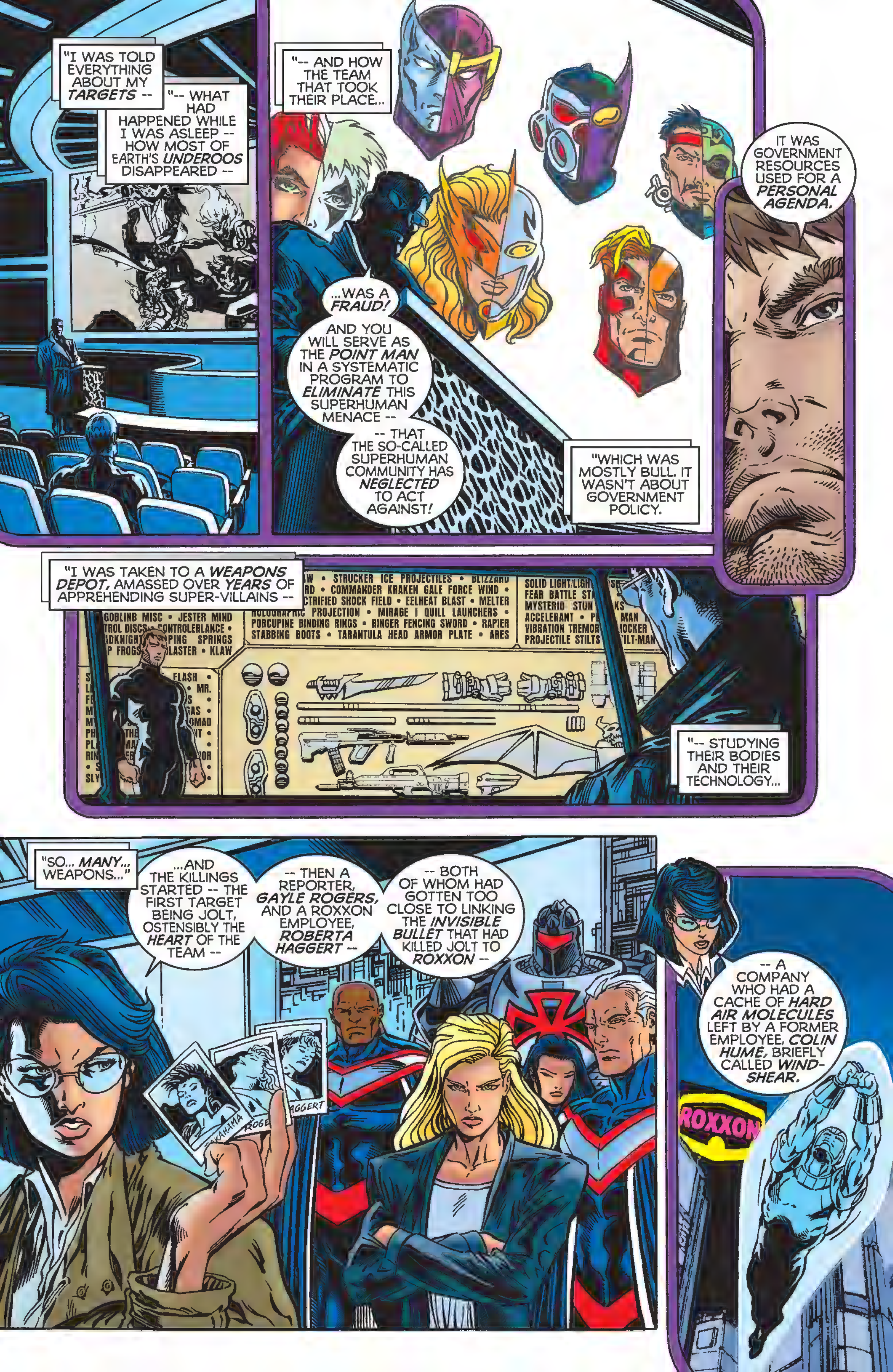

OKAY, MONROE-- WE BARELY KNOW EACH OTHER--
--BUT WHAT LITTLE I DO KNOW DOESN'T MAKE YOU OUT TO BE A *KILLER!*
YEAH, RIGHT!
GROWING UP WITH MY DAD IN THE *SECRET EMPIRE* I SAW APPLE-PIE-BAKING LITTLE OLD LADIES BEING TRAINED AS KILLERS!
WHAT MAKES *THIS* GUY ANY DIFFERENT?
SO, YOU GOING TO START TALKING OR DO WE HAVE TO SMACK YOU AROUND A BIT?
I CAN'T.
BRAAP! WRONG ANSWER... OR THE *RIGHT* ONE, FROM MY POINT OF VIEW...
NO, YOU DON'T UNDERSTAND-- IT'S NOT THAT I DON'T *WANT* TO TELL YOU--
--I LITERALLY *CAN'T!*
HE MIGHT BE TELLING THE *TRUTH...*
THAT WOULD BE A FIRST TODAY. DON'T TELL ME-- *"IT'S SOCIETY'S FAULT?"*
I TRIED THAT ONE A FEW TIMES MYSELF!
ACTUALLY, LOOKING OVER SCOURGE'S *HELMET,* I'M NOTICING *CYBERNETIC RELAYS--*
WHICH WOULD INDICATE *MIND-CONTROL?*
ACTUALLY, BASED ON MONROE'S *HISTORY,* IT WOULDN'T BE A SURPRISE.
HE FIRST GOT INTO THE GAME IN THE *1950'S* SERVING AS BUCKY, PARTNER TO THE *FOURTH* CAPTAIN AMERICA.

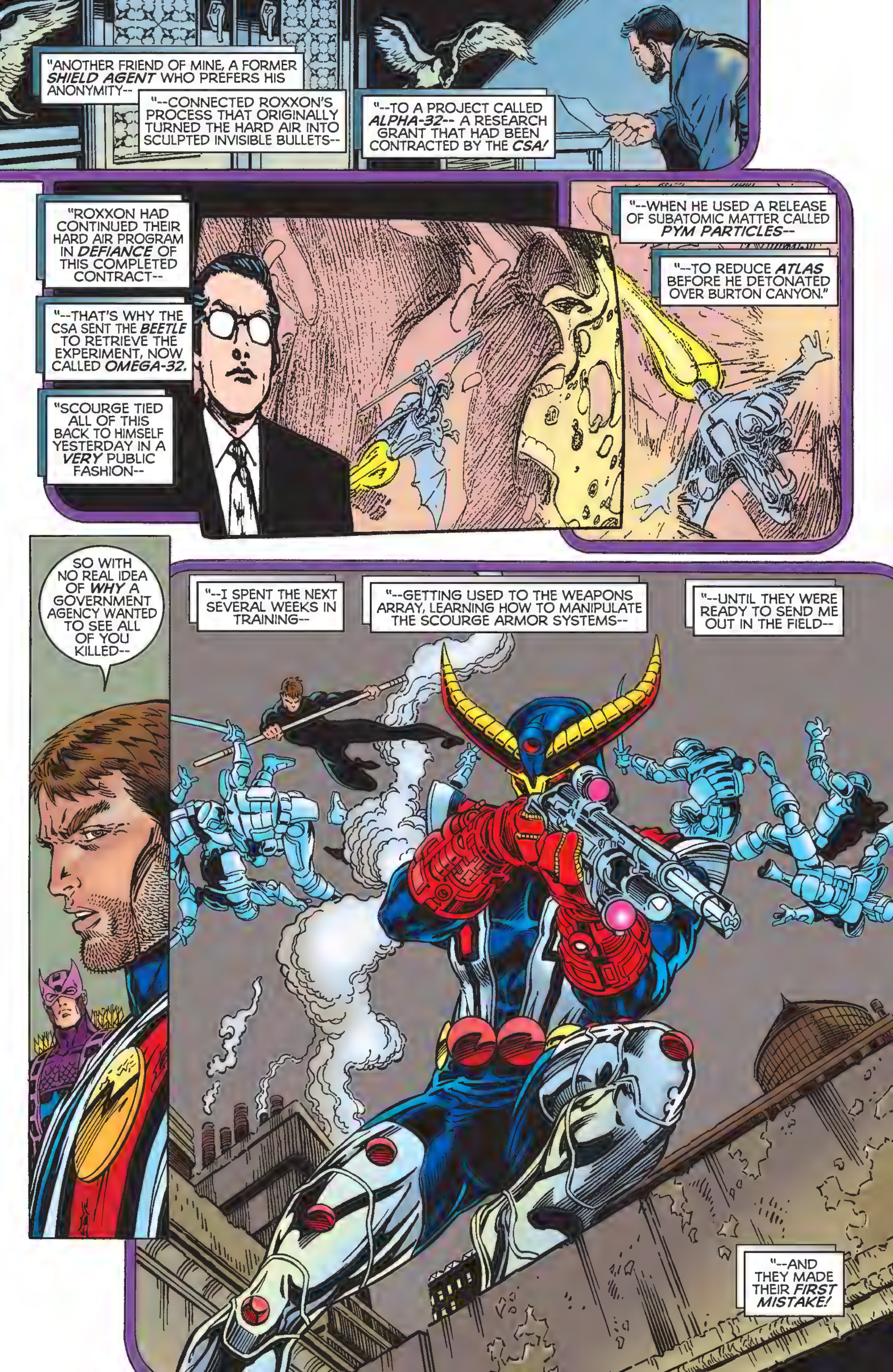

"BUT ACCORDING TO THE *AMERICAN DREAMER* BOOK I READ ABOUT HIM A WHILE BACK--
"--THEIR ***SUPER-SOLDIER SERUM*** WAS TAINTED.
"MADE THEM RABID ***ANTI-COMMUNISTS*** WHO STARTED HATING ANYONE WHO DIDN'T FIT THEIR DEFINITION OF A ***'REAL AMERICAN'***
"THEY WERE MENTALLY UNBALANCED, CONSIDERED DANGEROUS AND PUT IN ***SUSPENDED ANIMATION.***
"THEY WOKE UP A FEW YEARS AGO, FOUGHT THE ***REAL*** CAPTAIN AMERICA AND ***FALCON.***
"EVENTUALLY, MONROE GOT BOTH OARS IN THE WATER AND TOOK ON THE IDENTITY OF ***NOMAD,*** BUT HE WASN'T CUT OUT FOR SPANDEX SUPER HEROING.
"HE WANDERED ACROSS THE COUNTRY, HELPING PEOPLE ON A SMALL SCALE, USUALLY BREAKING LOTS OF LAWS TO DO IT.
"AND TO ACCOMPLISH HIS GOALS, HE STARTED ***ESCALATING*** THE LEVEL OF ***VIOLENCE*** HE WAS WILLING TO USE.
"NOMAD WAS RESPONSIBLE FOR THAT ***TERRORIST BOMBING*** IN ***WASHINGTON, DC***--
"--WHEN HE TRIED TO PROVE ***U.S. SENATOR BART INGRID*** WAS PART OF A MID-WESTERN ***NEO-NAZI ORGANIZATION.***
"A HATE GROUP THAT HAD TIES TO JACK MONROE'S CHILDHOOD FROM THE ***1940'S***--
"--AND HAD SPENT ***DECADES*** INFILTRATING THE HIGHEST OFFICES IN THE COUNTRY!
"WHETHER MONROE TRIGGERED THE EXPLOSION LIKE THE FEDERAL REPORT SAID--
"--OR HE WAS TRYING TO STOP INGRID FROM DOING IT, LIKE STERMAN'S BOOK SAYS--"
AMERICAN DREAMER
THE LIVES and DEATHS of JACK MONROE
STERMAN
--NO ONE KNOWS FOR SURE-- EXCEPT MAYBE NOMAD HERE.
WHAT EVERYONE AGREED ON WAS THAT JACK MONROE ***DIED*** IN THE EXPLOSION.
WHICH, *Duh,* WAS WRONG!

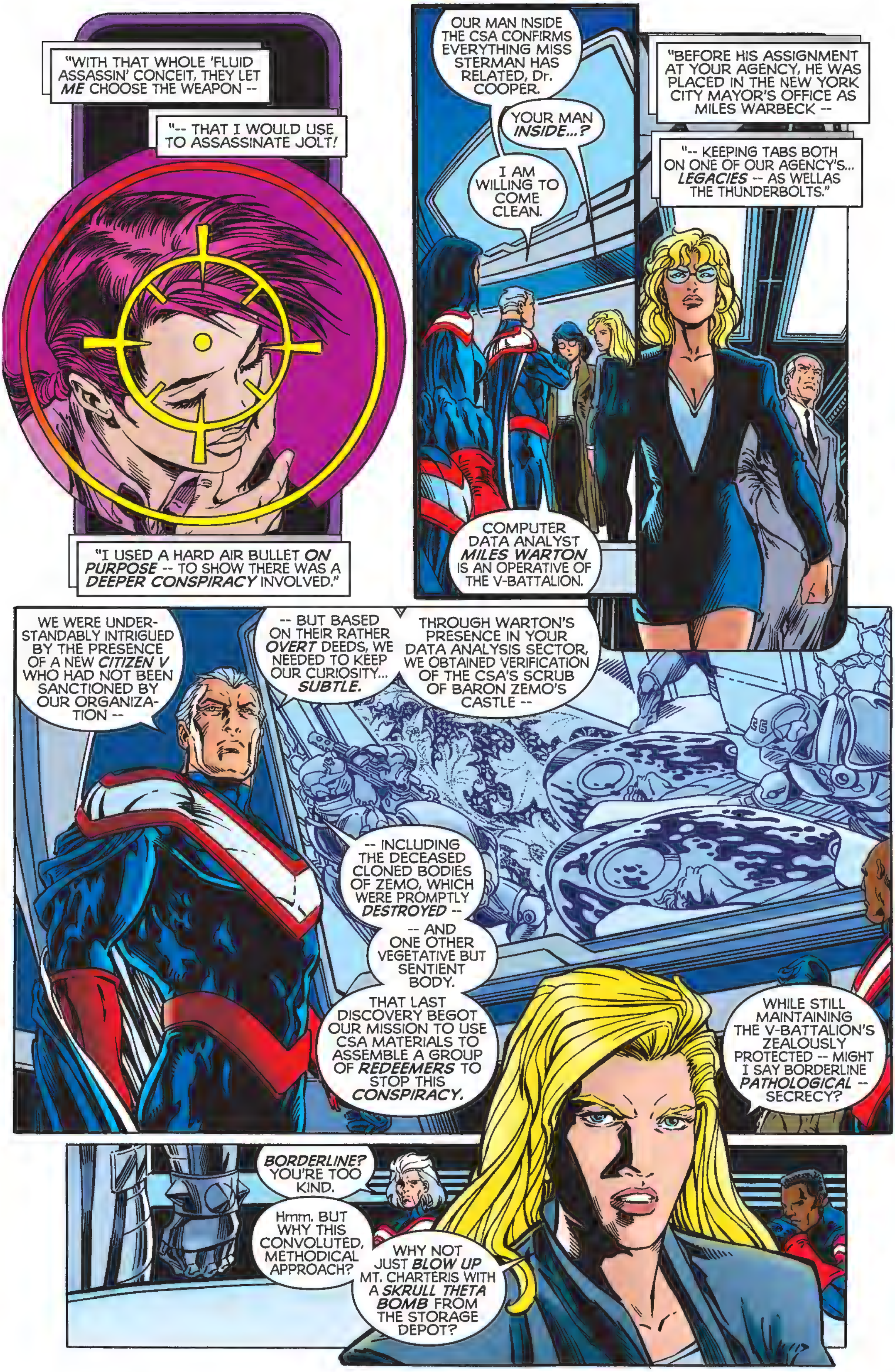

WELL, HE'LL HAVE TO GET BEHIND *YOU* ON THAT RATHER LONG LINE OF *"HERE'S HOW I CAME BACK FROM THE DEAD!"*
IT'S MORE IMPORTANT TO HEAR AN EXPLANATION OF HOW HE BECAME SCOURGE AND WHY HE'S COME AFTER *US!*
I MIGHT HAVE THE ANSWER TO BOTH QUESTIONS, MOONSTONE-- THOUGH NO ONE'S GOING TO LIKE IT MUCH.
ACCORDING TO ALL MY SCANS OF THE SCOURGE ARMOR, MONROE'S BODY IS SUFFUSED WITH *NANO-PROBES--*
--MICROSCOPIC MECHANICAL INSTRUMENTS-- BASICALLY *LITTLE ROBOTS* THAT CAN ACCEPT A WIDE VARIETY OF *EXTERNAL* PROGRAMMING.
SO YOU'RE SAYING HE *IS* BEING *CONTROLLED* BY SOMEONE ELSE?
ACCORDING TO THE PROGRAMMING CODES IN SCOURGE'S ARMOR, IT'S CLOSER TO BEING *COERCED.*
MONROE *KNOWS* EVERYTHING HE'S DOING, BUT CAN'T *STOP* HIMSELF FROM DOING IT!
AT BEST, HE MIGHT EXERT SOME INFLUENCE ON *HOW* TO CARRY OUT HIS ORDERS.
WHICH WOULD EXPLAIN WHY HE WORKED SO HARD TO KILL ERIK--
--WHILE TRYING TO PREVENT HIM FROM BLOWING UP BURTON CANYON AT THE SAME TIME!
WHICH IN TURN MAKES MONROE THE EQUIVALENT OF A *LOADED GUN* THAT WAS POINTED AT US!
SO HOW DO WE GET HIM TO TELL US *WHO* PULLED THE TRIGGER?
MY DIAGNOSTIC SCAN-- TRYING TO PINPOINT THE *FREQUENCY WAVELENGTH* THE NANO-PROBES ARE TRANSMITTING ON-- SHOULD BE ALMOST--
PING

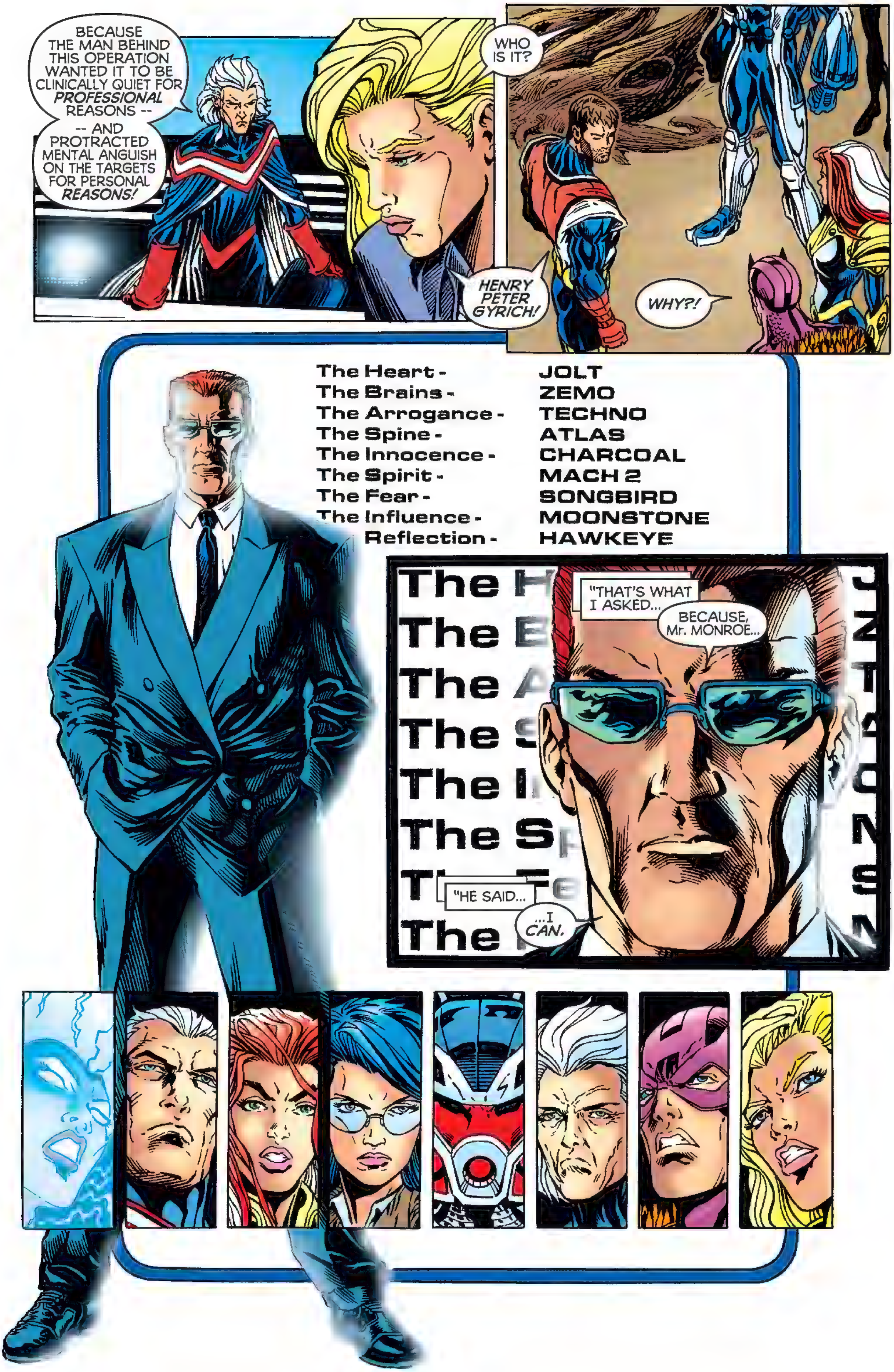

LIKE MY GRANDMA USED TO SAY, THAT SOUND MEANS THE PIE'S DONE!
AN INVISIBLE PULSE OF BAND-WIDTH WAVELENGTHS ARE EMITTED FROM MACH-2'S GAUNTLET.
THE SIGNAL SCRAMBLES THE NANO-PROBES INSIDE JACK MONROE'S BODY, CAUSING A NEUROLOGICAL SEIZURE!
THEY WATCH MONROE SILENTLY COLLAPSE TO HIS KNEES.
THEY WAIT FOR THIRTY SECONDS AS HE GASPS FOR AIR, TEARS COMING TO HIS EYES--
--FROM THE PAIN, THEY WONDER...
...OR THE GUILT--?
THEY'RE... GOING... TO PAY...
WHO, Mr. MONROE?
WHY COULDN'T THEY HAVE JUST LEFT ME ALONE?
BETTER YET, WHY COULDN'T I HAVE JUST DIED WHEN THE BOMB WENT OFF IN CONGRESS?
THE BOOK-- ANDIE STERMAN-- SHE WAS PRETTY CLOSE WITH A LOT OF HER GUESSES.
I SURVIVED THE EXPLOSION-- AN FBI AGENT NAMED VERNON HATCHWAY FOUND ME IN THE BLAST RUBBLE--
--I WAS BARELY ALIVE-- HE SMUGGLED ME FROM THE SCENE--
--AND PUT ME IN SUSPENDED ANIMATION AGAIN SO MY BODY COULD HEAL-- AND THE COUNTRY COULD FORGET...

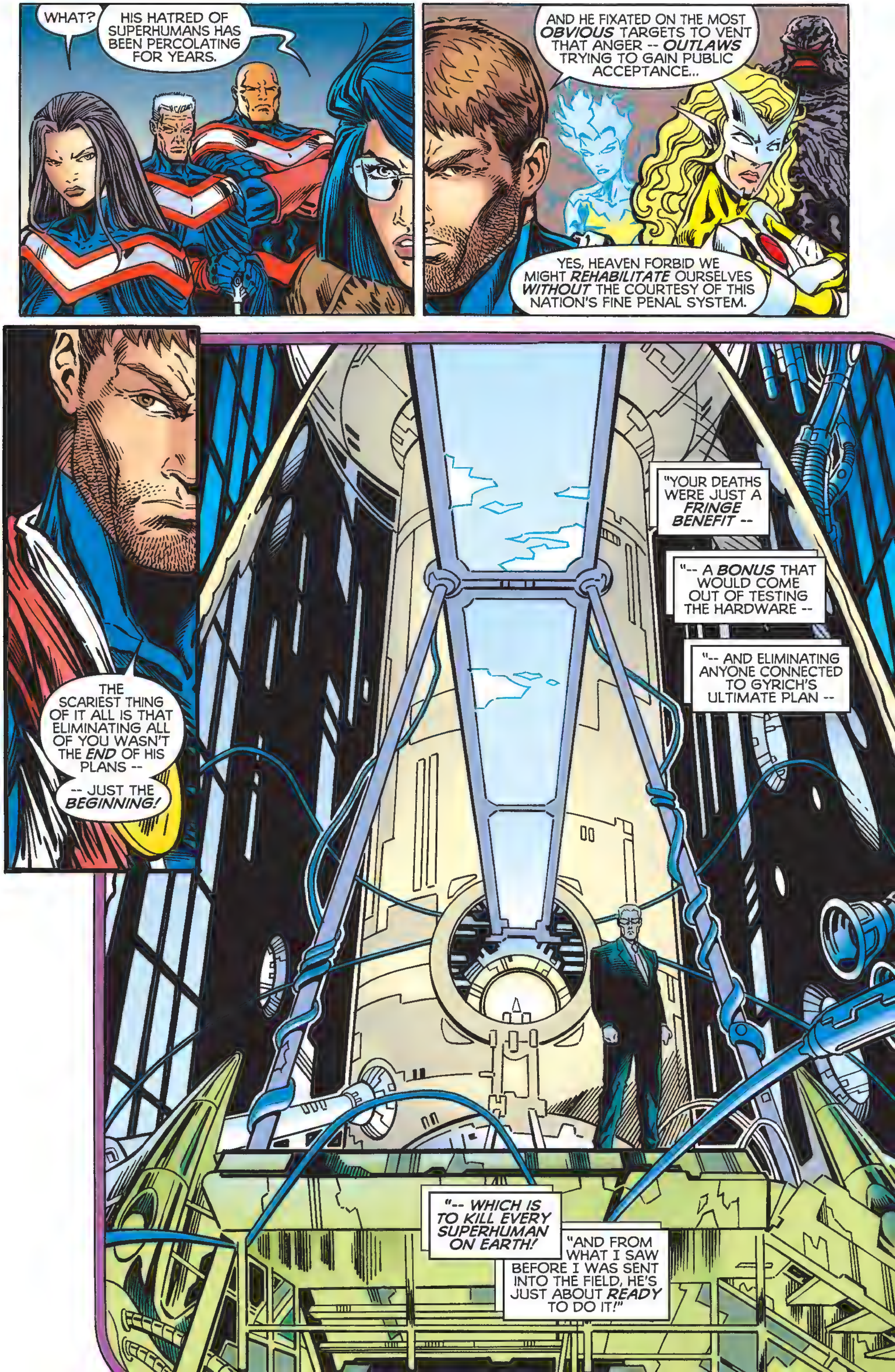

...WHEN I TALKED WITH MY FBI CONTACT ABOUT MY SUSPICIONS--
--HE WENT TO THE WAREHOUSE WHERE HE'D STASHED JACK MONROE'S BODY--
--ONLY TO FIND MONROE WAS *MISSING!*
SOMEONE HAD REMOVED THE ENTIRE CHAMBER-- A *CLEAN SCRUB*--
--MEANING WHOEVER DID IT WANTED TO KEEP JACK ON *ICE* A WHILE LONGER...
FOR THE FIRST TIME IN AS LONG AS I COULD REMEMBER, I HAD... *GOOD DREAMS.*
BUT YOU WERE AWAKENED...?
TO THE *USUAL NIGHTMARES.*
THE FIRST THING I SAW WERE LAB-TYPES LOOKING DOWN AT ME LIKE I WAS A PET *SCIENCE PROJECT.*
"THEY TOLD ME ABOUT THE NANO-PROBES, EXPLAINED HOW THEY WOULD WORK IN MY SYSTEM--
"--THAT I WOULD BE A *PRISONER* IN MY OWN BODY WITH COMPLETE *SELF-AWARENESS,* BUT NO REAL *FREE WILL.*
"THEY FELT THE COMBINATION WOULD-- IN THEIR EXACT WORDS-- 'CREATE A MORE *FLUID* ASSASSIN'. AND I SAID...
AN ASSASSIN IS EXPECTED TO ASSASSIN*ATE.* SO...?

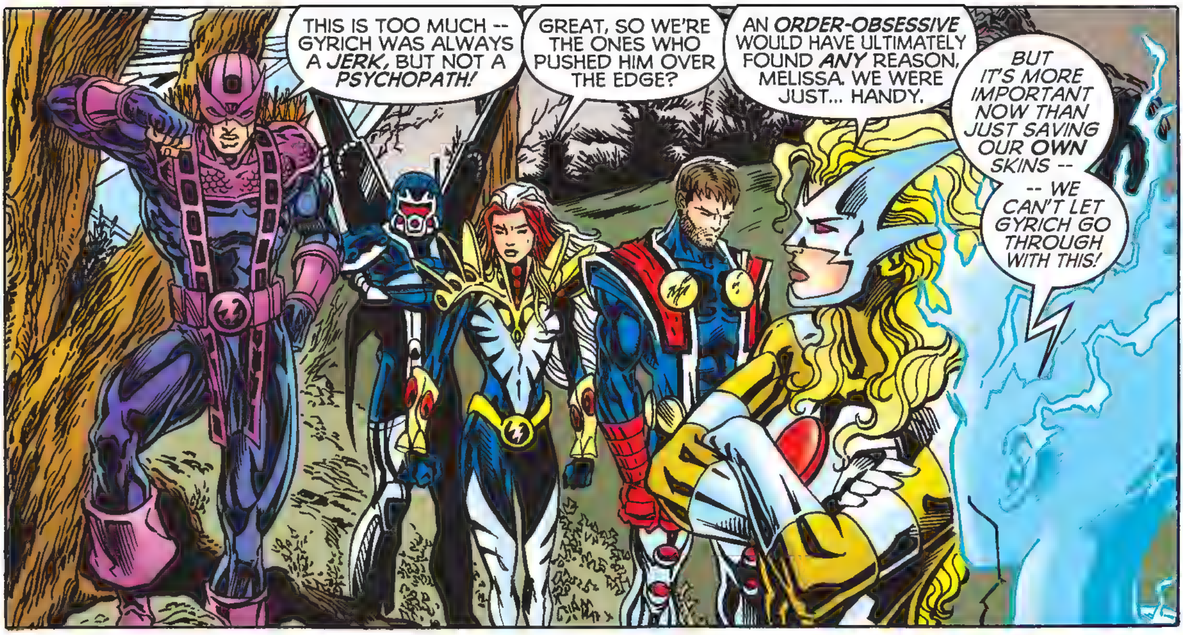

"I WAS TOLD EVERYTHING ABOUT MY *TARGETS* --
"-- WHAT HAD HAPPENED WHILE I WAS ASLEEP -- HOW MOST OF EARTH'S *UNDEROOS* DISAPPEARED --
"-- AND HOW THE TEAM THAT TOOK THEIR PLACE...
...WAS A *FRAUD!*
AND YOU WILL SERVE AS THE *POINT MAN* IN A SYSTEMATIC PROGRAM TO *ELIMINATE* THIS SUPERHUMAN MENACE --
-- THAT THE SO-CALLED SUPERHUMAN COMMUNITY HAS *NEGLECTED* TO ACT AGAINST!
"WHICH WAS MOSTLY BULL. IT WASN'T ABOUT GOVERNMENT POLICY.
IT WAS GOVERNMENT RESOURCES USED FOR A *PERSONAL AGENDA.*
"I WAS TAKEN TO A *WEAPONS DEPOT,* AMASSED OVER *YEARS* OF APPREHENDING SUPER-VILLAINS --
STRUCKER ICE PROJECTILES • BLIZZARD
COMMANDER KRAKEN GALE FORCE WIND •
CTRIFIED SHOCK FIELD • EELHEAT BLAST • MELTER
PROJECTION • MIRAGE I QUILL LAUNCHERS •
PORCUPINE BINDING RINGS • RINGER FENCING SWORD • RAPIER
STABBING BOOTS • TARANTULA HEAD ARMOR PLATE • ARES
GOBLINB MISC • JESTER MIND
CONTROLERLANCE •
SPRINGS
KLAW
FLASH
MR.
SOLID LIGHT/LIGH
FEAR BATTLE ST
MYSTERIO STUN
ACCELERANT •
VIBRATION TREMOR
PROJECTILE STILTS
"-- STUDYING THEIR BODIES AND THEIR TECHNOLOGY...
"SO... *MANY*... WEAPONS..."
...AND THE KILLINGS STARTED -- THE FIRST TARGET BEING JOLT, OSTENSIBLY THE *HEART* OF THE TEAM --
-- THEN A REPORTER, *GAYLE ROGERS,* AND A ROXXON EMPLOYEE, *ROBERTA HAGGERT* --
-- BOTH OF WHOM HAD GOTTEN TOO CLOSE TO LINKING THE *INVISIBLE BULLET* THAT HAD KILLED JOLT TO *ROXXON* --
AKAHAMA
ROGE
AGGERT
ROXXON
-- A COMPANY WHO HAD A CACHE OF *HARD AIR MOLECULES* LEFT BY A FORMER EMPLOYEE, *COLIN HUME,* BRIEFLY CALLED *WIND-SHEAR.*

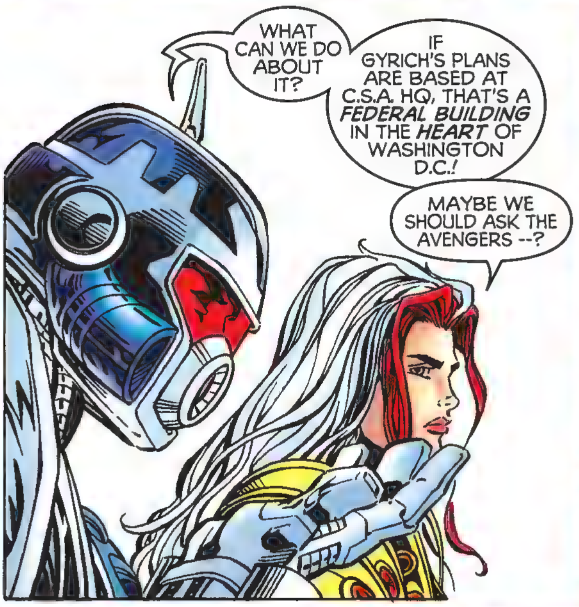

"ANOTHER FRIEND OF MINE, A FORMER *SHIELD AGENT* WHO PREFERS HIS ANONYMITY--
"--CONNECTED ROXXON'S PROCESS THAT ORIGINALLY TURNED THE HARD AIR INTO SCULPTED INVISIBLE BULLETS--
"--TO A PROJECT CALLED *ALPHA-32--* A RESEARCH GRANT THAT HAD BEEN CONTRACTED BY THE *CSA!*
"ROXXON HAD CONTINUED THEIR HARD AIR PROGRAM IN *DEFIANCE* OF THIS COMPLETED CONTRACT--
"--THAT'S WHY THE CSA SENT THE *BEETLE* TO RETRIEVE THE EXPERIMENT, NOW CALLED *OMEGA-32.*
"SCOURGE TIED ALL OF THIS BACK TO HIMSELF YESTERDAY IN A *VERY* PUBLIC FASHION--
"--WHEN HE USED A RELEASE OF SUBATOMIC MATTER CALLED *PYM PARTICLES--*
"--TO REDUCE *ATLAS* BEFORE HE DETONATED OVER BURTON CANYON."
SO WITH NO REAL IDEA OF *WHY* A GOVERNMENT AGENCY WANTED TO SEE ALL OF YOU KILLED--
"--I SPENT THE NEXT SEVERAL WEEKS IN TRAINING--
"--GETTING USED TO THE WEAPONS ARRAY, LEARNING HOW TO MANIPULATE THE SCOURGE ARMOR SYSTEMS--
"--UNTIL THEY WERE READY TO SEND ME OUT IN THE FIELD--
"--AND THEY MADE THEIR *FIRST MISTAKE!*

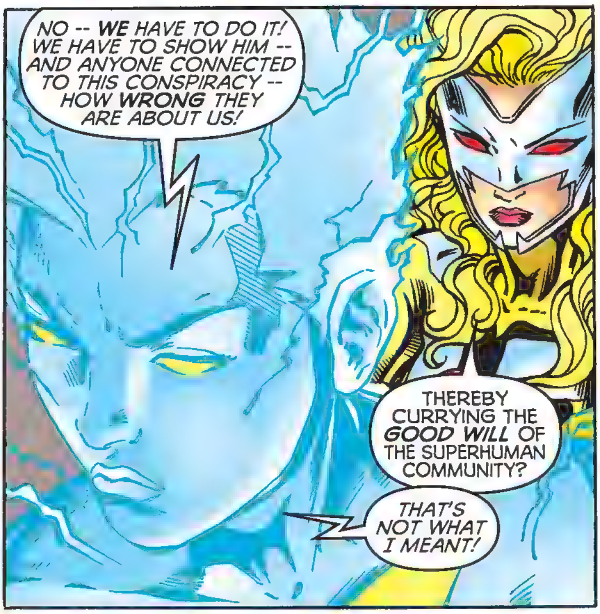

"WITH THAT WHOLE 'FLUID ASSASSIN' CONCEIT, THEY LET *ME* CHOOSE THE WEAPON --
"-- THAT I WOULD USE TO ASSASSINATE JOLT!
"I USED A HARD AIR BULLET ***ON PURPOSE*** -- TO SHOW THERE WAS A ***DEEPER CONSPIRACY*** INVOLVED."
OUR MAN INSIDE THE CSA CONFIRMS EVERYTHING MISS STERMAN HAS RELATED, Dr. COOPER.
YOUR MAN ***INSIDE...?***
I AM WILLING TO COME CLEAN.
COMPUTER DATA ANALYST ***MILES WARTON*** IS AN OPERATIVE OF THE V-BATTALION.
"BEFORE HIS ASSIGNMENT AT YOUR AGENCY, HE WAS PLACED IN THE NEW YORK CITY MAYOR'S OFFICE AS MILES WARBECK --
"-- KEEPING TABS BOTH ON ONE OF OUR AGENCY'S... ***LEGACIES*** -- AS WELLAS THE THUNDERBOLTS."
WE WERE UNDERSTANDABLY INTRIGUED BY THE PRESENCE OF A NEW ***CITIZEN V*** WHO HAD NOT BEEN SANCTIONED BY OUR ORGANIZATION --
-- BUT BASED ON THEIR RATHER ***OVERT*** DEEDS, WE NEEDED TO KEEP OUR CURIOSITY... ***SUBTLE.***
THROUGH WARTON'S PRESENCE IN YOUR DATA ANALYSIS SECTOR, WE OBTAINED VERIFICATION OF THE CSA'S SCRUB OF BARON ZEMO'S CASTLE --
-- INCLUDING THE DECEASED CLONED BODIES OF ZEMO, WHICH WERE PROMPTLY ***DESTROYED*** --
-- AND ONE OTHER VEGETATIVE BUT SENTIENT BODY.
THAT LAST DISCOVERY BEGOT OUR MISSION TO USE CSA MATERIALS TO ASSEMBLE A GROUP OF ***REDEEMERS*** TO STOP THIS ***CONSPIRACY.***
WHILE STILL MAINTAINING THE V-BATTALION'S ZEALOUSLY PROTECTED -- MIGHT I SAY BORDERLINE ***PATHOLOGICAL*** -- SECRECY?
BORDERLINE? YOU'RE TOO KIND.
Hmm. BUT WHY THIS CONVOLUTED, METHODICAL APPROACH?
WHY NOT JUST ***BLOW UP*** MT. CHARTERIS WITH A ***SKRULL THETA BOMB*** FROM THE STORAGE DEPOT?

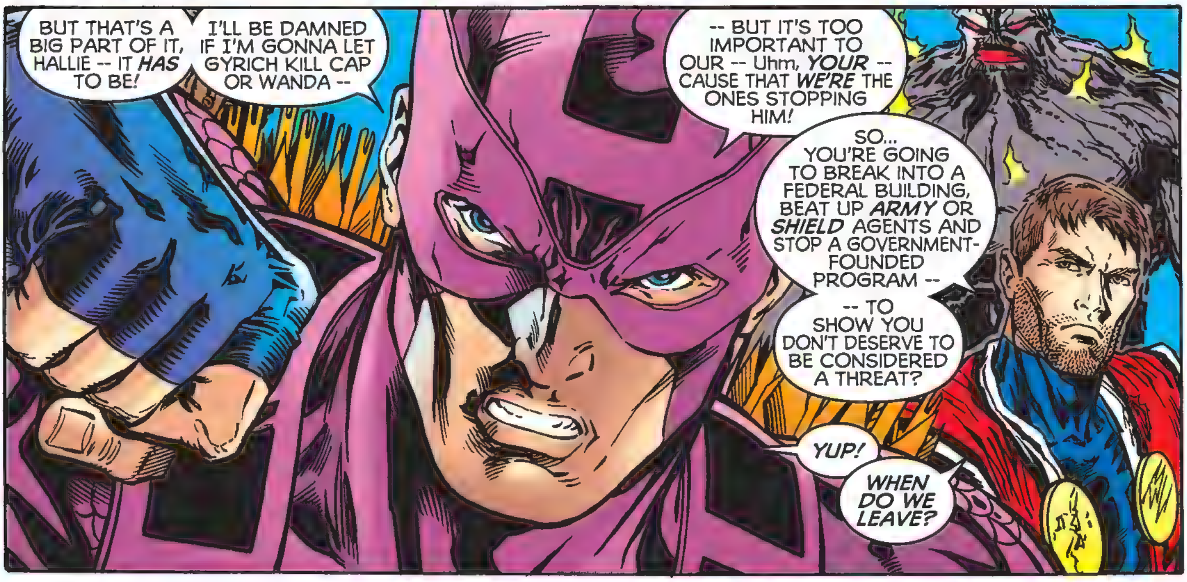

BECAUSE THE MAN BEHIND THIS OPERATION WANTED IT TO BE CLINICALLY QUIET FOR *PROFESSIONAL* REASONS --
-- AND PROTRACTED MENTAL ANGUISH ON THE TARGETS FOR PERSONAL *REASONS!*
WHO IS IT?
HENRY PETER GYRICH!
WHY?!
The Heart - JOLT
The Brains - ZEMO
The Arrogance - TECHNO
The Spine - ATLAS
The Innocence - CHARCOAL
The Spirit - MACH 2
The Fear - SONGBIRD
The Influence - MOONSTONE
Reflection - HAWKEYE
"THAT'S WHAT I ASKED...
BECAUSE, Mr. MONROE...
"HE SAID...
...I *CAN.*

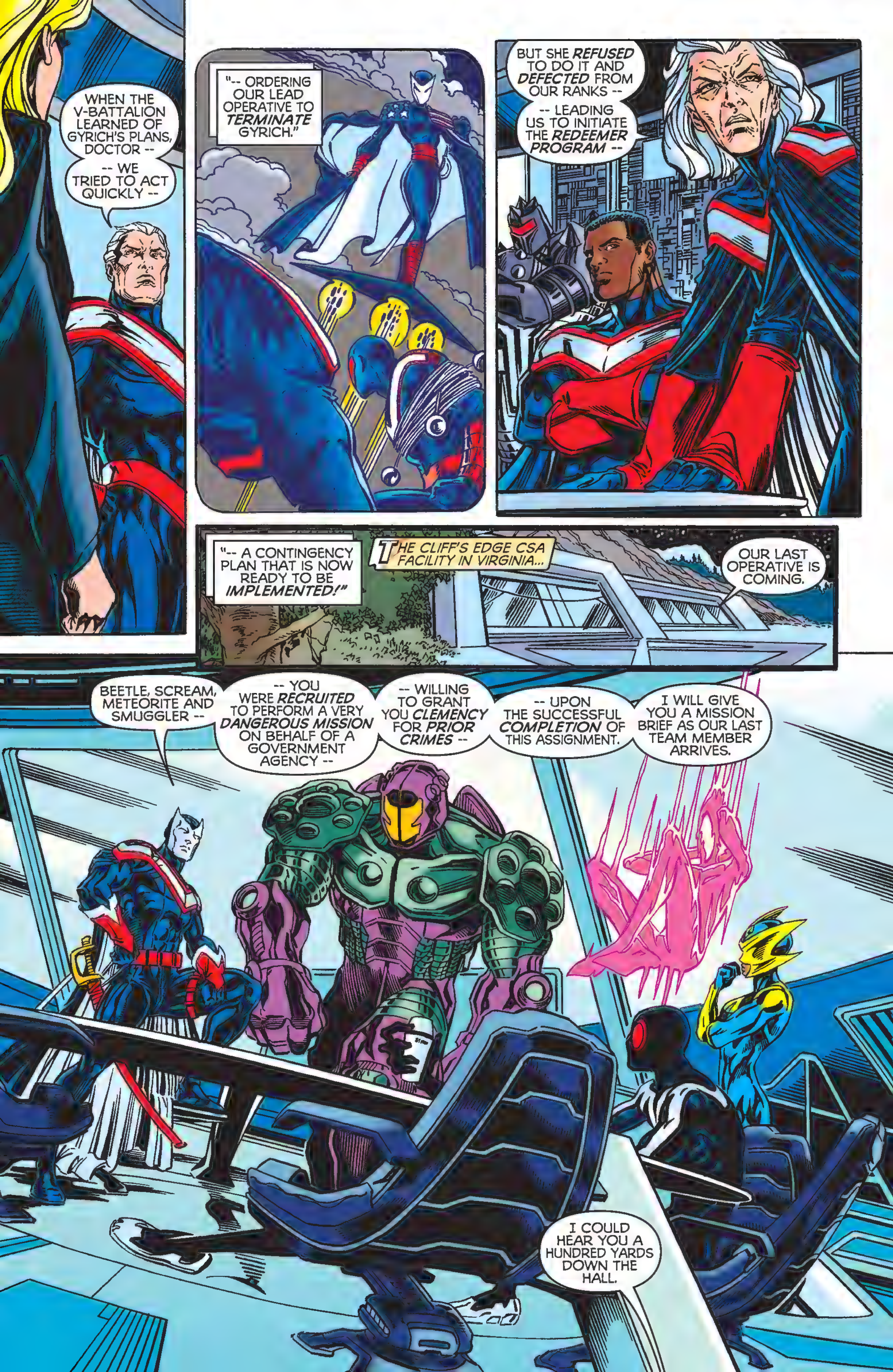

WHAT?
HIS HATRED OF SUPERHUMANS HAS BEEN PERCOLATING FOR YEARS.
AND HE FIXATED ON THE MOST *OBVIOUS* TARGETS TO VENT THAT ANGER -- *OUTLAWS* TRYING TO GAIN PUBLIC ACCEPTANCE...
YES, HEAVEN FORBID WE MIGHT *REHABILITATE* OURSELVES *WITHOUT* THE COURTESY OF THIS NATION'S FINE PENAL SYSTEM.
THE SCARIEST THING OF IT ALL IS THAT ELIMINATING ALL OF YOU WASN'T THE *END* OF HIS PLANS --
-- JUST THE *BEGINNING!*
"YOUR DEATHS WERE JUST A *FRINGE BENEFIT* --
"-- A *BONUS* THAT WOULD COME OUT OF TESTING THE HARDWARE --
"-- AND ELIMINATING ANYONE CONNECTED TO GYRICH'S ULTIMATE PLAN --
"-- WHICH IS TO KILL EVERY SUPERHUMAN ON EARTH!
"AND FROM WHAT I SAW BEFORE I WAS SENT INTO THE FIELD, HE'S JUST ABOUT *READY* TO DO IT!"

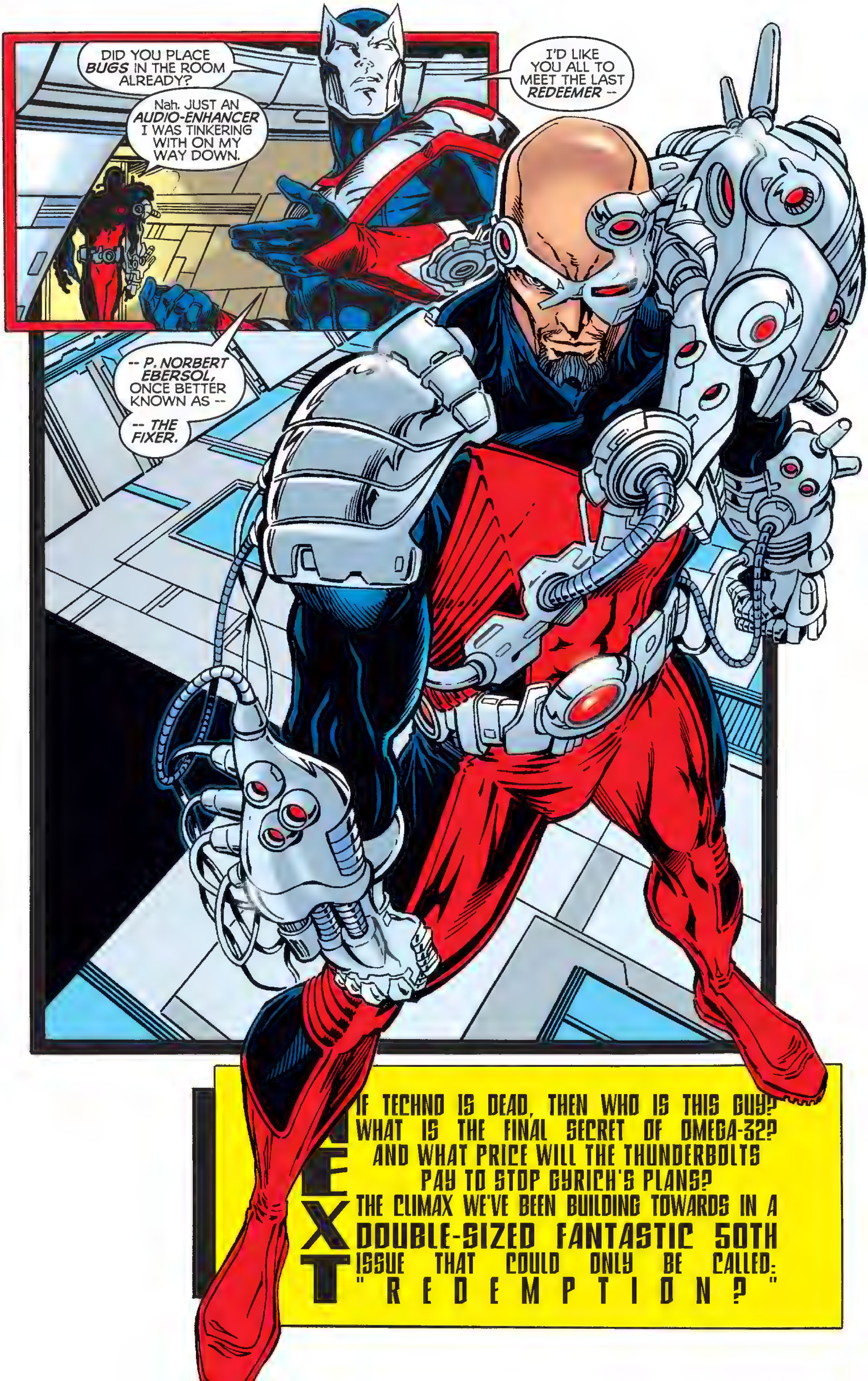

THIS IS TOO MUCH -- GYRICH WAS ALWAYS A *JERK*, BUT NOT A *PSYCHOPATH!*
GREAT, SO WE'RE THE ONES WHO PUSHED HIM OVER THE EDGE?
AN *ORDER-OBSESSIVE* WOULD HAVE ULTIMATELY FOUND *ANY* REASON, MELISSA. WE WERE JUST... HANDY.
*BUT IT'S MORE IMPORTANT NOW THAN JUST SAVING OUR **OWN** SKINS --*
-- WE CAN'T LET GYRICH GO THROUGH WITH THIS!


WHAT CAN WE DO ABOUT IT?
IF GYRICH'S PLANS ARE BASED AT C.S.A. HQ, THAT'S A ***FEDERAL BUILDING*** IN THE ***HEART*** OF WASHINGTON D.C.!
MAYBE WE SHOULD ASK THE AVENGERS --?


*NO -- **WE** HAVE TO DO IT! WE HAVE TO SHOW HIM -- AND ANYONE CONNECTED TO THIS CONSPIRACY -- HOW **WRONG** THEY ARE ABOUT US!*
THEREBY CURRYING THE ***GOOD WILL*** OF THE SUPERHUMAN COMMUNITY?
THAT'S NOT WHAT I MEANT!


BUT THAT'S A BIG PART OF IT, HALLIE -- IT ***HAS*** TO BE!
I'LL BE DAMNED IF I'M GONNA LET GYRICH KILL CAP OR WANDA --
-- BUT IT'S TOO IMPORTANT TO OUR -- Uhm, ***YOUR*** -- CAUSE THAT ***WE'RE*** THE ONES STOPPING HIM!
SO... YOU'RE GOING TO BREAK INTO A FEDERAL BUILDING, BEAT UP ***ARMY*** OR ***SHIELD*** AGENTS AND STOP A GOVERNMENT-FOUNDED PROGRAM --
-- TO SHOW YOU DON'T DESERVE TO BE CONSIDERED A THREAT?
YUP!
WHEN DO WE LEAVE?


WHEN THE V-BATTALION LEARNED OF GYRICH'S PLANS, DOCTOR --
-- WE TRIED TO ACT QUICKLY --
"-- ORDERING OUR LEAD OPERATIVE TO *TERMINATE* GYRICH."
BUT SHE *REFUSED* TO DO IT AND *DEFECTED* FROM OUR RANKS --
-- LEADING US TO INITIATE THE *REDEEMER PROGRAM* --
"-- A CONTINGENCY PLAN THAT IS NOW READY TO BE *IMPLEMENTED!*"
THE CLIFF'S EDGE CSA FACILITY IN VIRGINIA...
OUR LAST OPERATIVE IS COMING.
BEETLE, SCREAM, METEORITE AND SMUGGLER --
-- YOU WERE *RECRUITED* TO PERFORM A VERY *DANGEROUS MISSION* ON BEHALF OF A GOVERNMENT AGENCY --
-- WILLING TO GRANT YOU *CLEMENCY* FOR *PRIOR CRIMES* --
-- UPON THE SUCCESSFUL *COMPLETION* OF THIS ASSIGNMENT.
I WILL GIVE YOU A MISSION BRIEF AS OUR LAST TEAM MEMBER ARRIVES.
I COULD HEAR YOU A HUNDRED YARDS DOWN THE HALL.

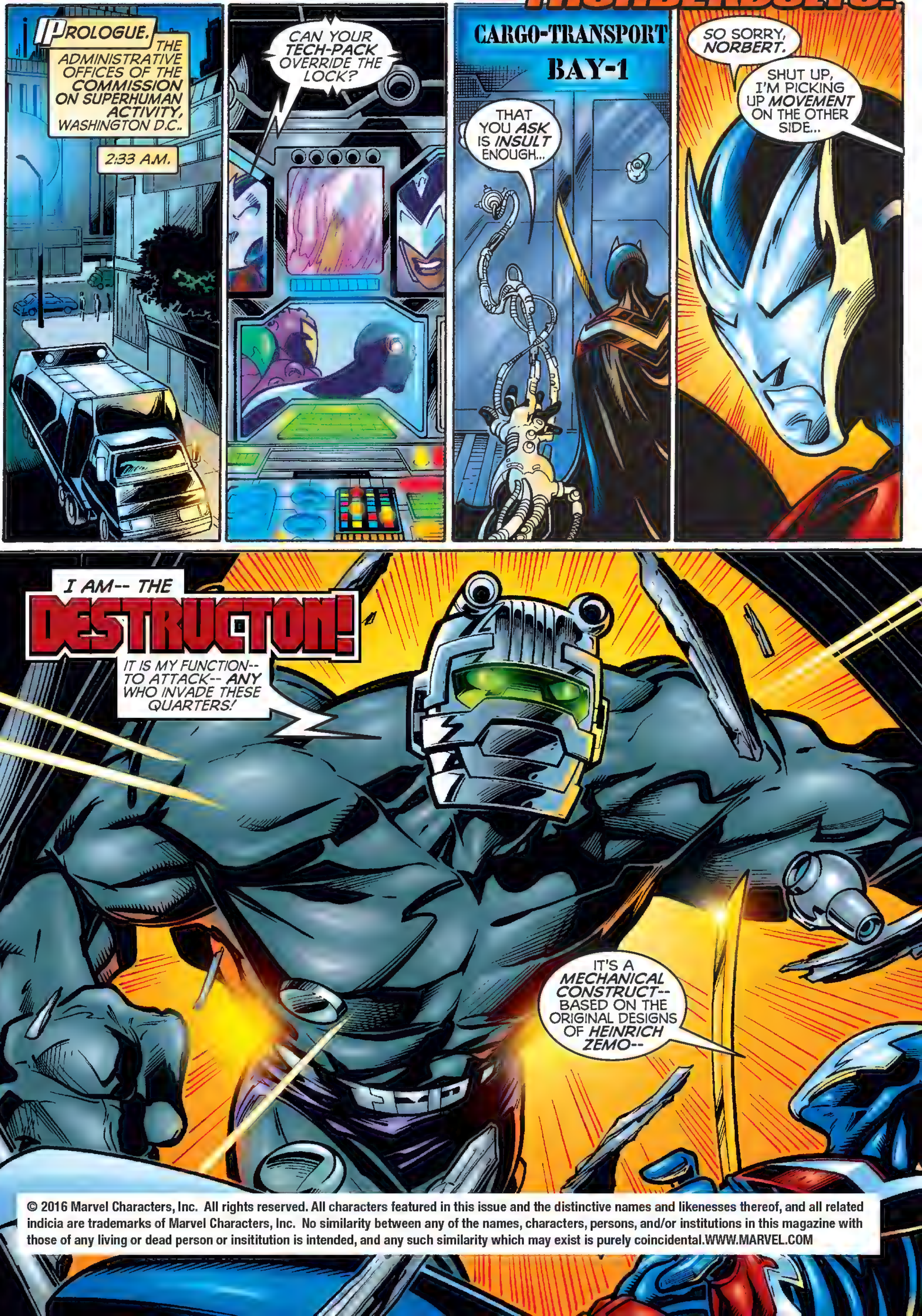

DID YOU PLACE *BUGS* IN THE ROOM ALREADY?
Nah. JUST AN *AUDIO-ENHANCER* I WAS TINKERING WITH ON MY WAY DOWN.
I'D LIKE YOU ALL TO MEET THE LAST *REDEEMER* --
-- *P. NORBERT EBERSOL,* ONCE BETTER KNOWN AS --
-- *THE FIXER.*

NEXT

IF TECHNO IS DEAD, THEN WHO IS THIS GUY? WHAT IS THE FINAL SECRET OF OMEGA-32? AND WHAT PRICE WILL THE THUNDERBOLTS PAY TO STOP GYRICH'S PLANS? THE CLIMAX WE'VE BEEN BUILDING TOWARDS IN A **DOUBLE-SIZED FANTASTIC 50TH** ISSUE THAT COULD ONLY BE CALLED: "REDEMPTION?"

MARVEL COMICS
DOUBLE-SIZED ANNIVERSARY ISSUE!
#50
JUSTICE, LIKE LIGHTNING...
THUNDERBOLTS
APPROVED BY THE COMICS CODE AUTHORITY
DISCOVER THE SHOCKING SECRET THAT FINISHES MARVEL'S OUTLAW CHAMPIONS!
NICIEZA
BAGLEY
ADAMS
WWW.MARVEL.COM
BAGLEY ADAMS

Once they were the World's Latest Super Hero Team! But then, their Darkest Secret -- that they were secretly **The Masters of Evil** -- came to light! Now they are on the run, hunted by those they once protected! And they wonder: is it possible for Hardened Criminals to find Redemption? Or must they return to their lives Outside the Law? Stan Lee Presents: **THE THUNDERBOLTS!**


PROLOGUE. THE ADMINISTRATIVE OFFICES OF THE COMMISSION ON SUPERHUMAN ACTIVITY, WASHINGTON D.C..
2:33 AM.
CAN YOUR TECH-PACK OVERRIDE THE LOCK?
CARGO-TRANSPORT BAY-1
THAT YOU ASK IS INSULT ENOUGH...
SO SORRY, NORBERT.
SHUT UP, I'M PICKING UP MOVEMENT ON THE OTHER SIDE...
I AM-- THE DESTRUCTON!
IT IS MY FUNCTION-- TO ATTACK-- ANY WHO INVADE THESE QUARTERS!
IT'S A MECHANICAL CONSTRUCT-- BASED ON THE ORIGINAL DESIGNS OF HEINRICH ZEMO--

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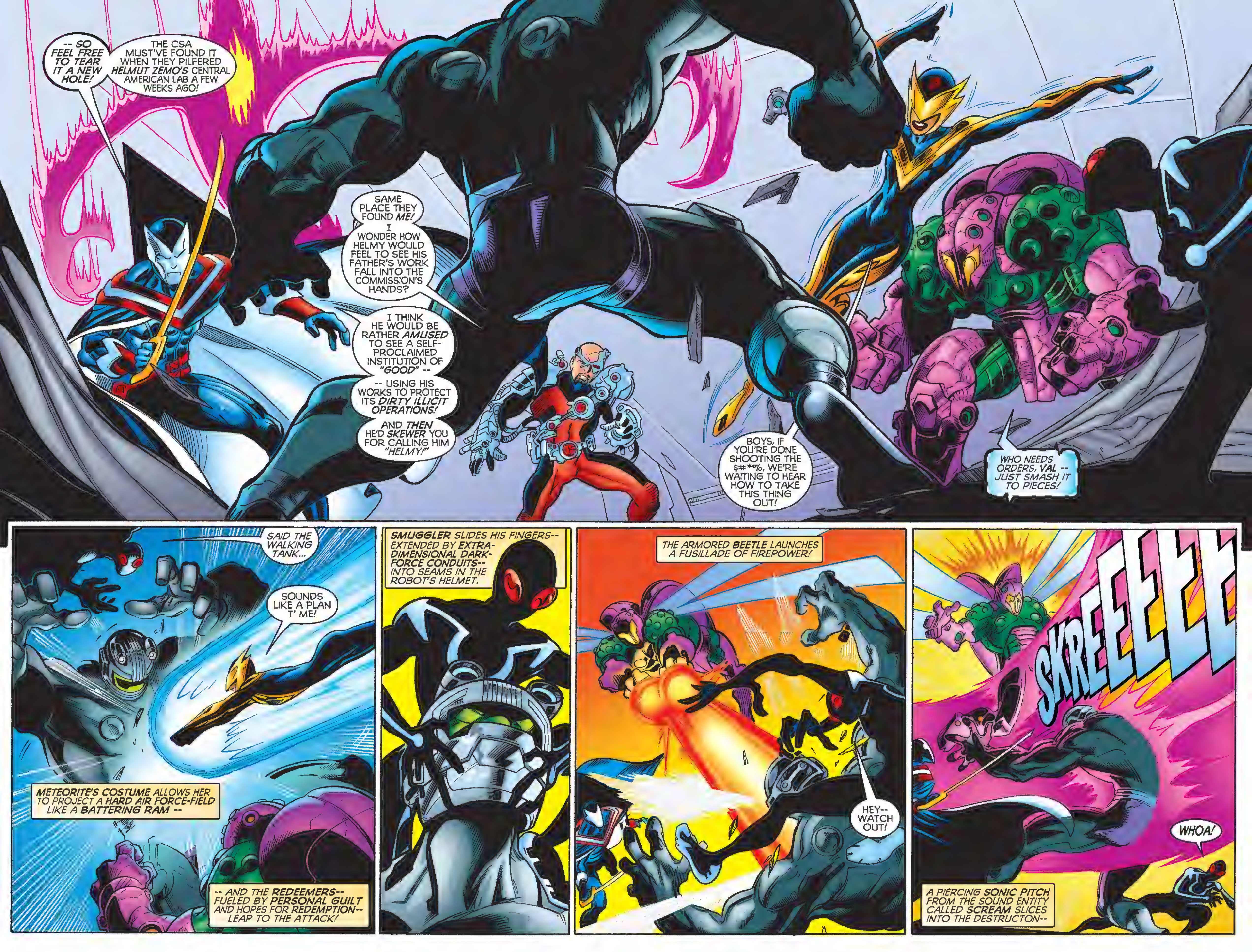
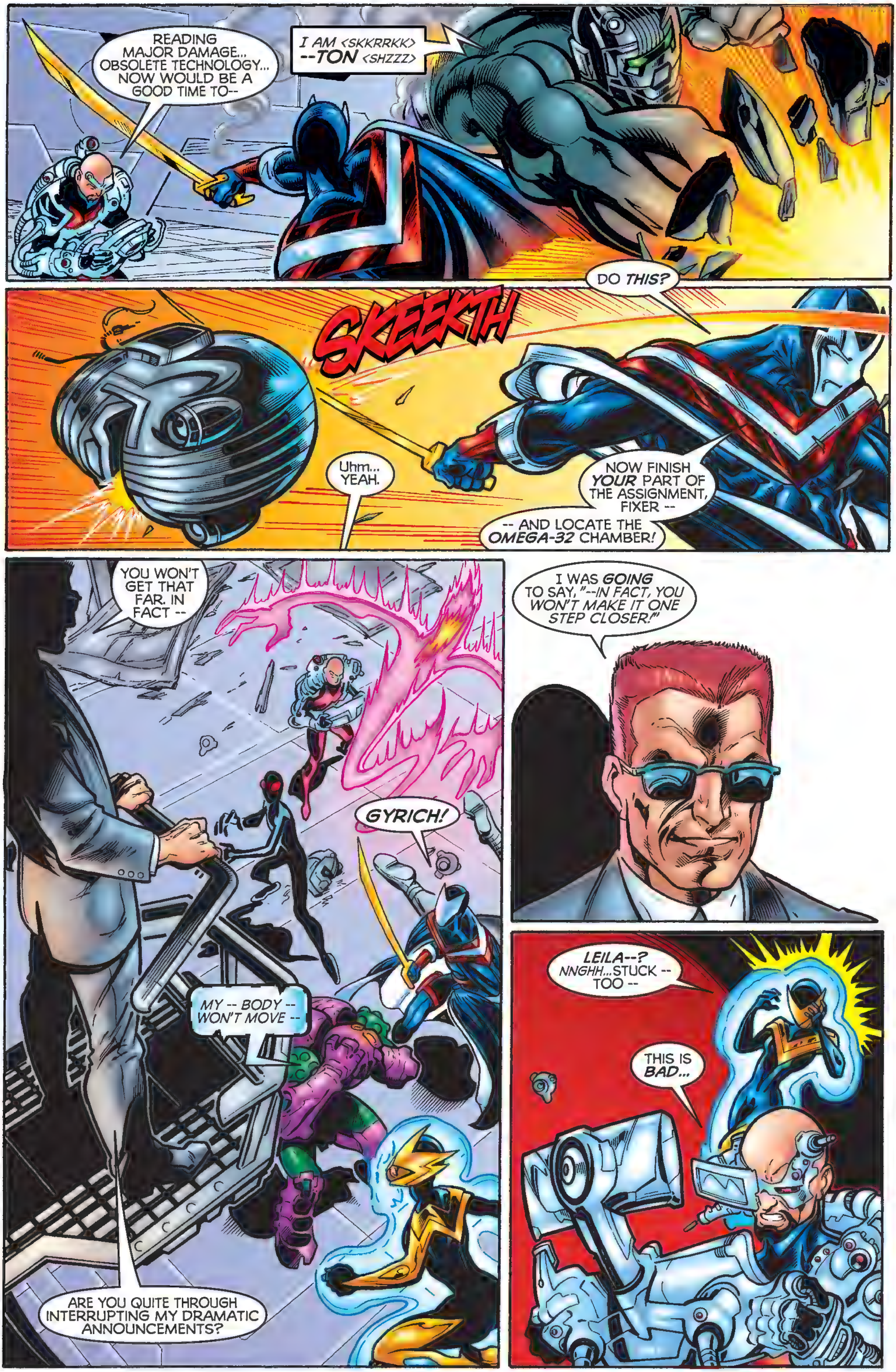
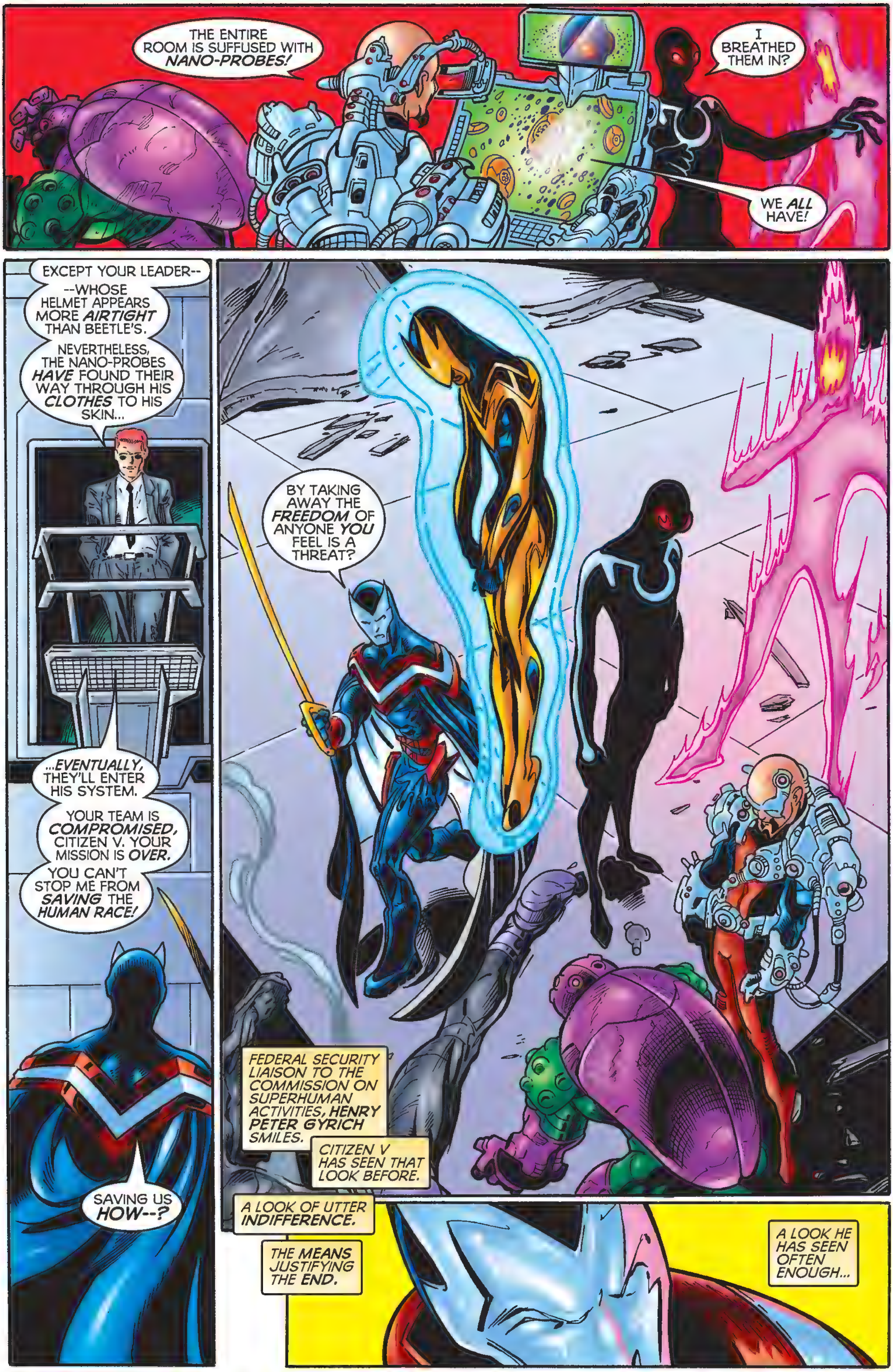
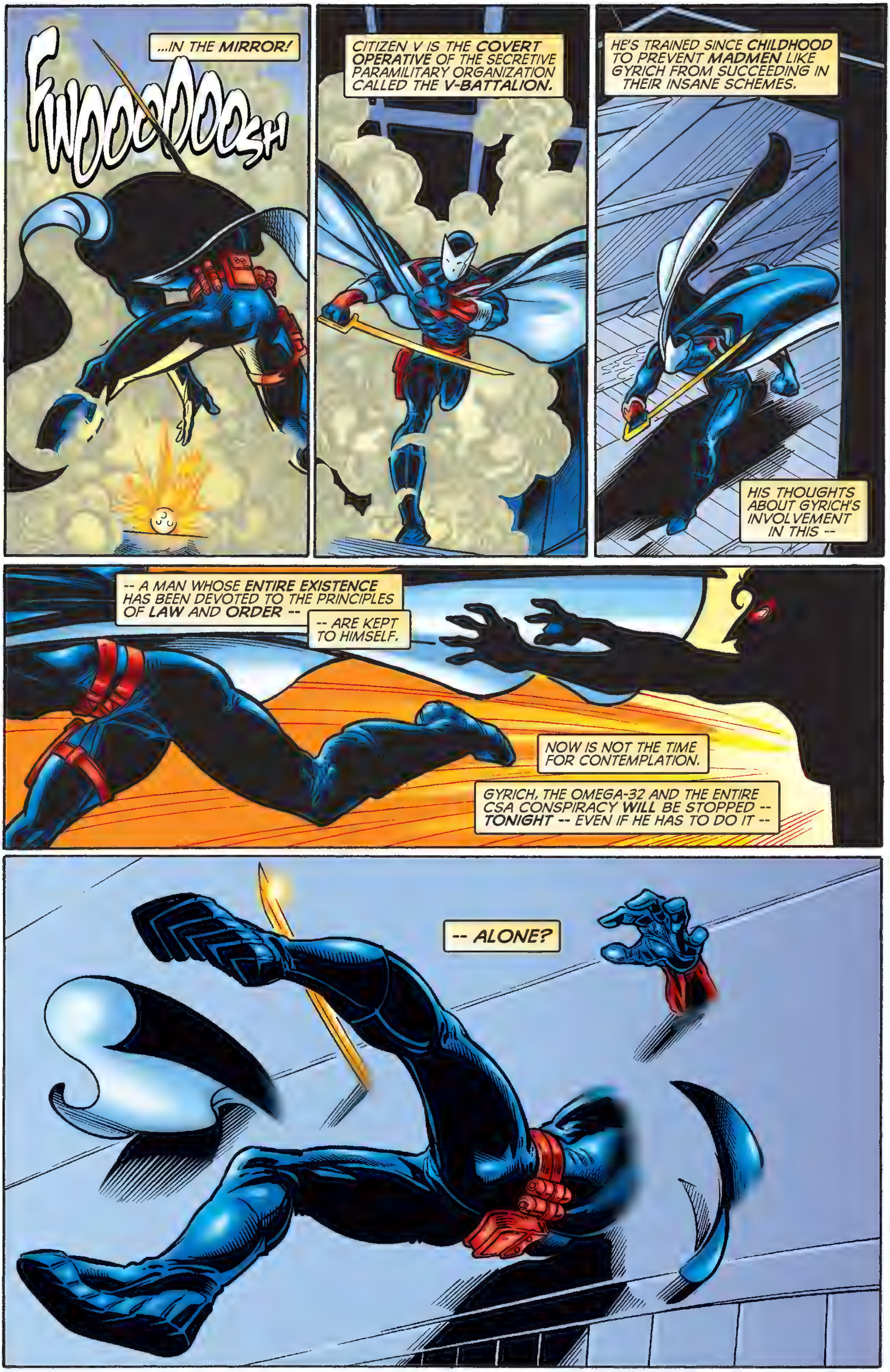
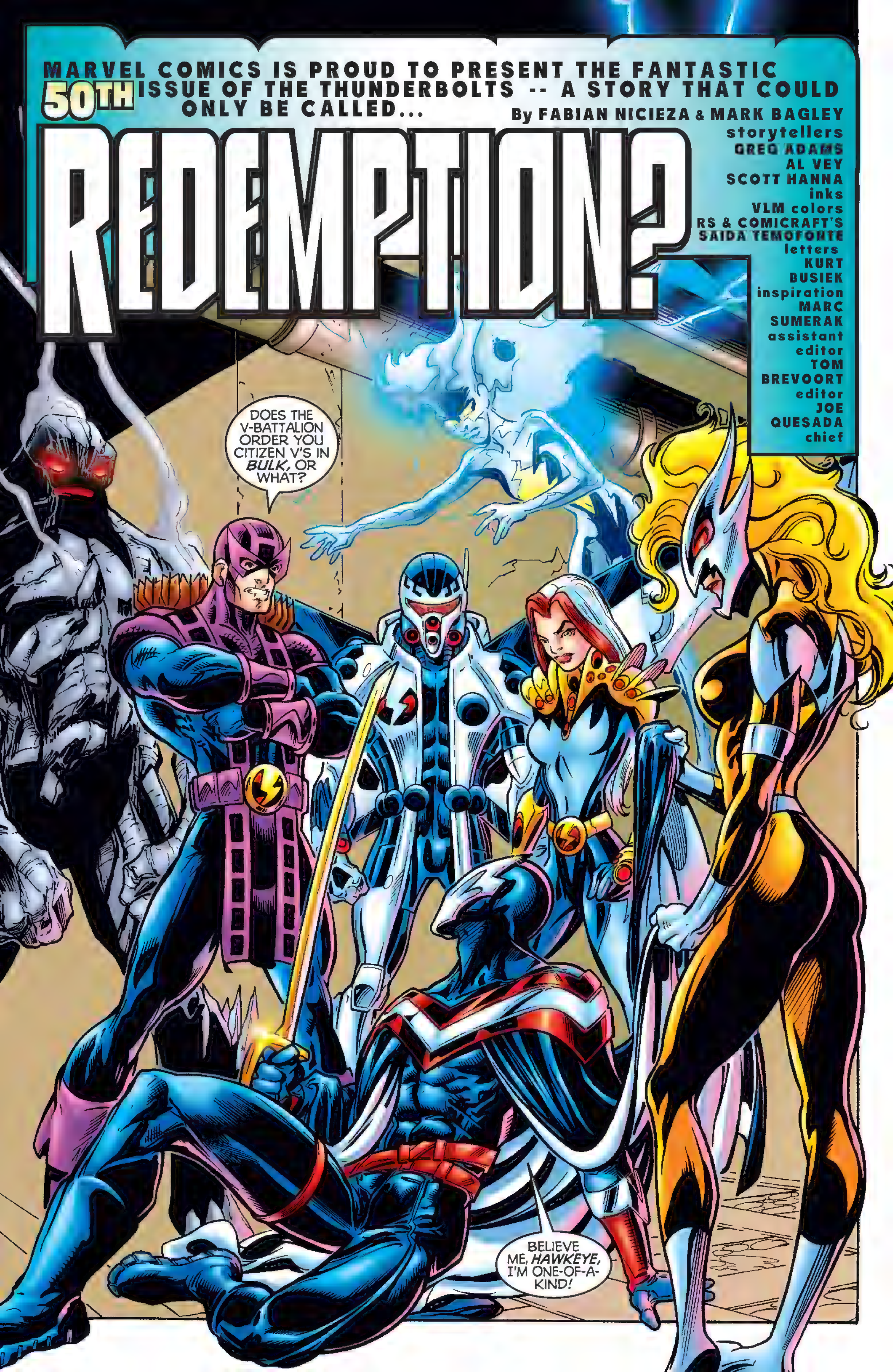

THE CSA MUST'VE FOUND IT WHEN THEY PILFERED HELMUT ZEMO'S CENTRAL AMERICAN LAB A FEW WEEKS AGO!
-- SO FEEL FREE TO TEAR IT A NEW HOLE!
SAME PLACE THEY FOUND ME!
I WONDER HOW HELMY WOULD FEEL TO SEE HIS FATHER'S WORK FALL INTO THE COMMISSION'S HANDS?
I THINK HE WOULD BE RATHER AMUSED TO SEE A SELF-PROCLAIMED INSTITUTION OF "GOOD" --
-- USING HIS WORKS TO PROTECT ITS DIRTY ILLICIT OPERATIONS!
AND THEN HE'D SKEWER YOU FOR CALLING HIM "HELMY!"
BOYS, IF YOU'RE DONE SHOOTING THE $#*%, WE'RE WAITING TO HEAR HOW TO TAKE THIS THING OUT!
WHO NEEDS ORDERS, VAL -- JUST SMASH IT TO PIECES!
SAID THE WALKING TANK...
SOUNDS LIKE A PLAN T' ME!
METEORITE'S COSTUME ALLOWS HER TO PROJECT A HARD AIR FORCE-FIELD LIKE A BATTERING RAM --
-- AND THE REDEEMERS-- FUELED BY PERSONAL GUILT AND HOPES FOR REDEMPTION-- LEAP TO THE ATTACK!
SMUGGLER SLIDES HIS FINGERS-- EXTENDED BY EXTRA-DIMENSIONAL DARKFORCE CONDUITS-- INTO SEAMS IN THE ROBOT'S HELMET.
THE ARMORED BEETLE LAUNCHES A FUSILLADE OF FIREPOWER!
HEY-- WATCH OUT!
SKREEEEE
WHOA!
A PIERCING SONIC PITCH FROM THE SOUND ENTITY CALLED SCREAM SLICES INTO THE DESTRUCTON--


READING MAJOR DAMAGE... OBSOLETE TECHNOLOGY... NOW WOULD BE A GOOD TIME TO--
I AM <SKKRRKK> --TON <SHZZZ>
DO THIS?
SKEEKTH
Uhm... YEAH.
NOW FINISH YOUR PART OF THE ASSIGNMENT, FIXER --
-- AND LOCATE THE OMEGA-32 CHAMBER!
YOU WON'T GET THAT FAR. IN FACT --
GYRICH!
MY -- BODY -- WON'T MOVE --
ARE YOU QUITE THROUGH INTERRUPTING MY DRAMATIC ANNOUNCEMENTS?
I WAS GOING TO SAY, "--IN FACT, YOU WON'T MAKE IT ONE STEP CLOSER!"
LEILA--? NNGHH...STUCK -- TOO --
THIS IS BAD...


THE ENTIRE ROOM IS SUFFUSED WITH *NANO-PROBES!*
I BREATHED THEM IN?
WE *ALL* HAVE!
EXCEPT YOUR LEADER--
--WHOSE HELMET APPEARS MORE *AIRTIGHT* THAN BEETLE'S.
NEVERTHELESS, THE NANO-PROBES *HAVE* FOUND THEIR WAY THROUGH HIS *CLOTHES* TO HIS SKIN...
...*EVENTUALLY,* THEY'LL ENTER HIS SYSTEM.
YOUR TEAM IS *COMPROMISED,* CITIZEN V. YOUR MISSION IS *OVER.*
YOU CAN'T STOP ME FROM *SAVING* THE *HUMAN RACE!*
SAVING US *HOW--?*
BY TAKING AWAY THE *FREEDOM* OF ANYONE *YOU* FEEL IS A THREAT?
FEDERAL SECURITY LIAISON TO THE COMMISSION ON SUPERHUMAN ACTIVITIES, **HENRY PETER GYRICH** SMILES.
CITIZEN V HAS SEEN THAT LOOK BEFORE.
A LOOK OF UTTER *INDIFFERENCE.*
THE *MEANS* JUSTIFYING THE *END.*
A LOOK HE HAS SEEN OFTEN ENOUGH...


...IN THE MIRROR!
FWOOOOOOOSH
CITIZEN V IS THE COVERT OPERATIVE OF THE SECRETIVE PARAMILITARY ORGANIZATION CALLED THE V-BATTALION.
HE'S TRAINED SINCE CHILDHOOD TO PREVENT MADMEN LIKE GYRICH FROM SUCCEEDING IN THEIR INSANE SCHEMES.
HIS THOUGHTS ABOUT GYRICH'S INVOLVEMENT IN THIS --
-- A MAN WHOSE ENTIRE EXISTENCE HAS BEEN DEVOTED TO THE PRINCIPLES OF LAW AND ORDER --
-- ARE KEPT TO HIMSELF.
NOW IS NOT THE TIME FOR CONTEMPLATION.
GYRICH, THE OMEGA-32 AND THE ENTIRE CSA CONSPIRACY WILL BE STOPPED -- TONIGHT -- EVEN IF HE HAS TO DO IT --
-- ALONE?

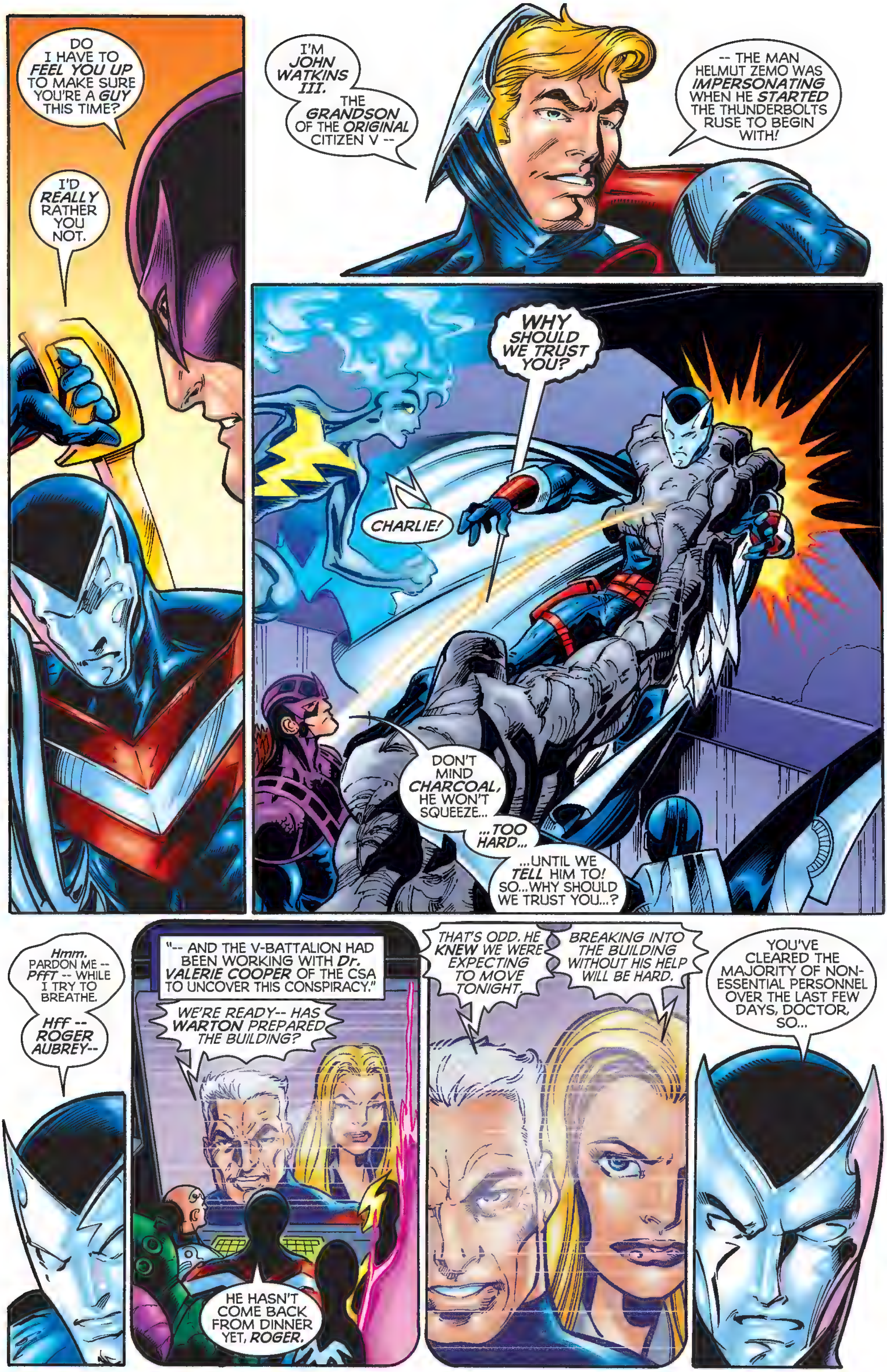


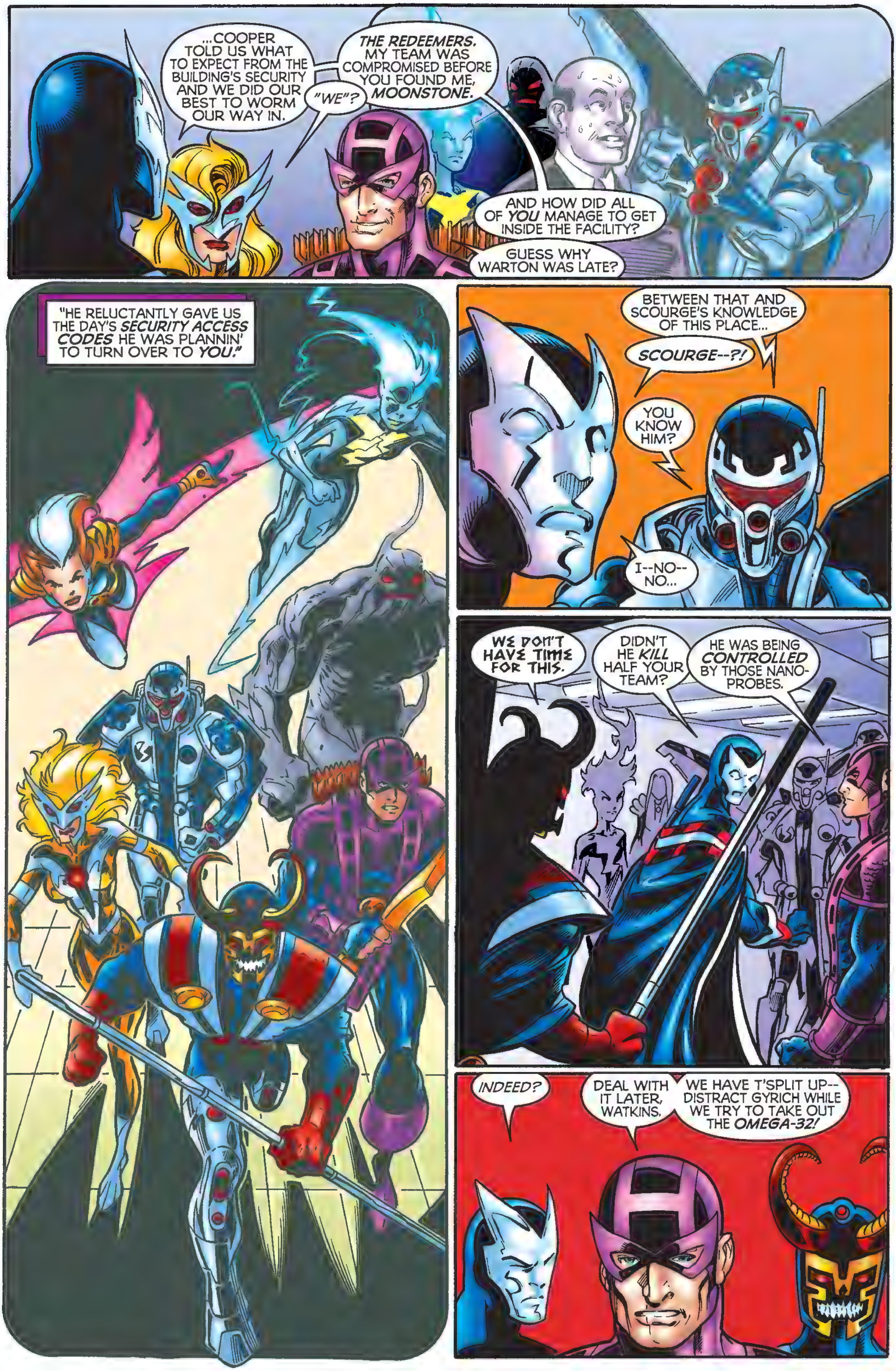
MARVEL COMICS IS PROUD TO PRESENT THE FANTASTIC 50TH ISSUE OF THE THUNDERBOLTS -- A STORY THAT COULD ONLY BE CALLED...

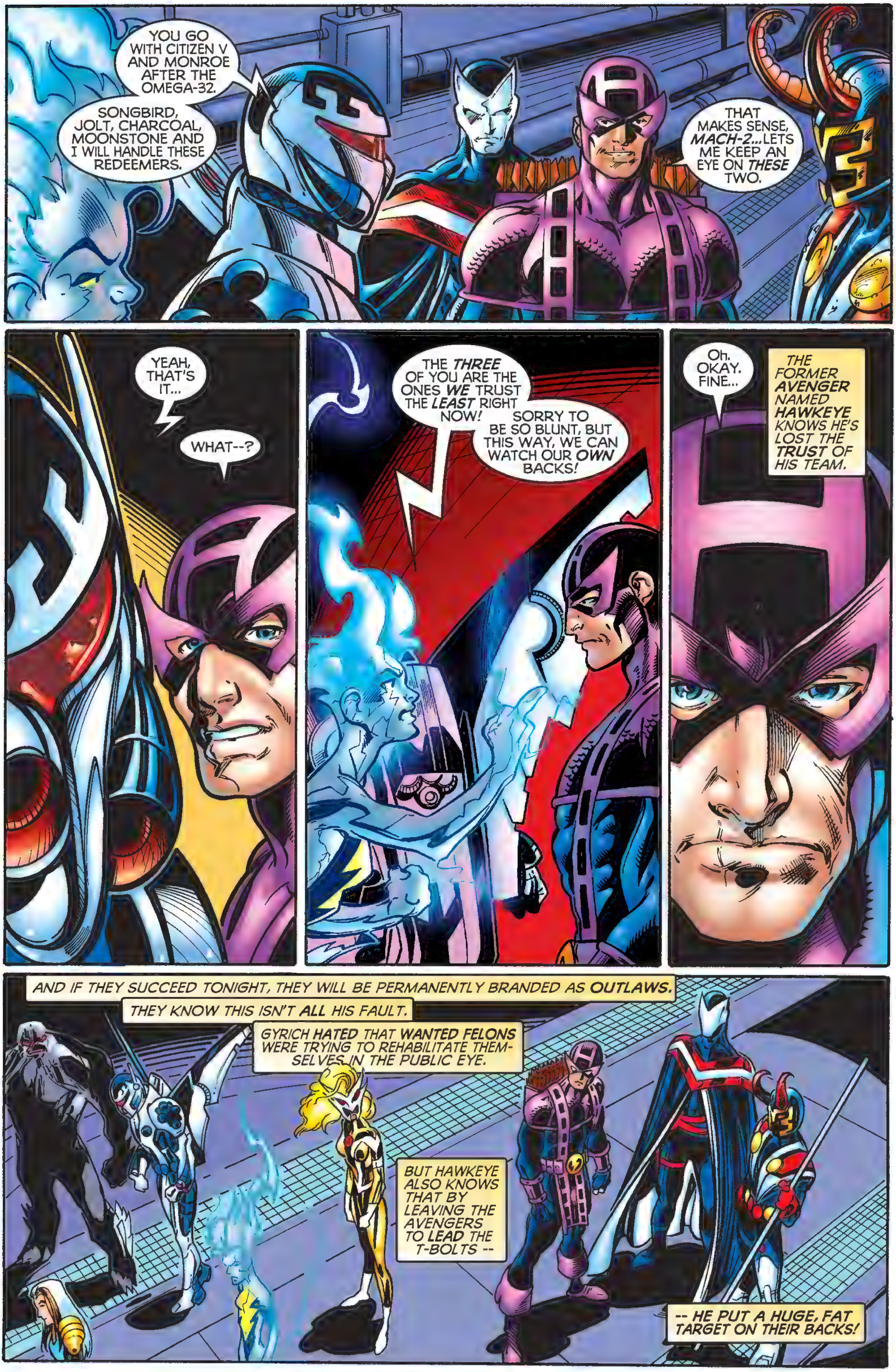
REDEMPTION?

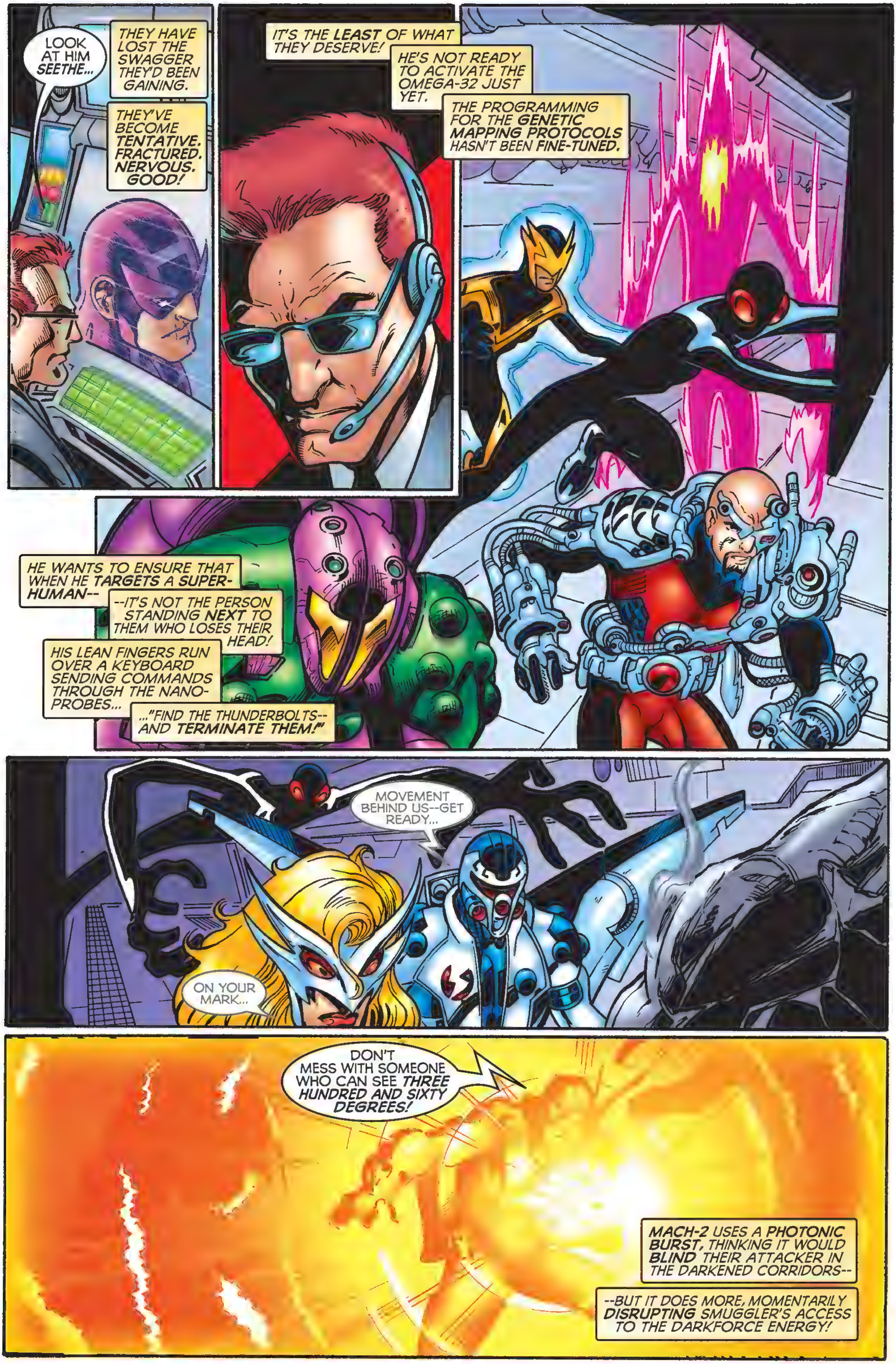
By FABIAN NICIEZA & MARK BAGLEY
storytellers
GREG ADAMS
AL VEY
SCOTT HANNA
inks
VLM colors
RS & COMICRAFT'S
SAIDA TEMOFONTE
letters
KURT
BUSIEK
inspiration
MARC
SUMERAK
assistant
editor
TOM
BREVOORT
editor
JOE
QUESADA
chief

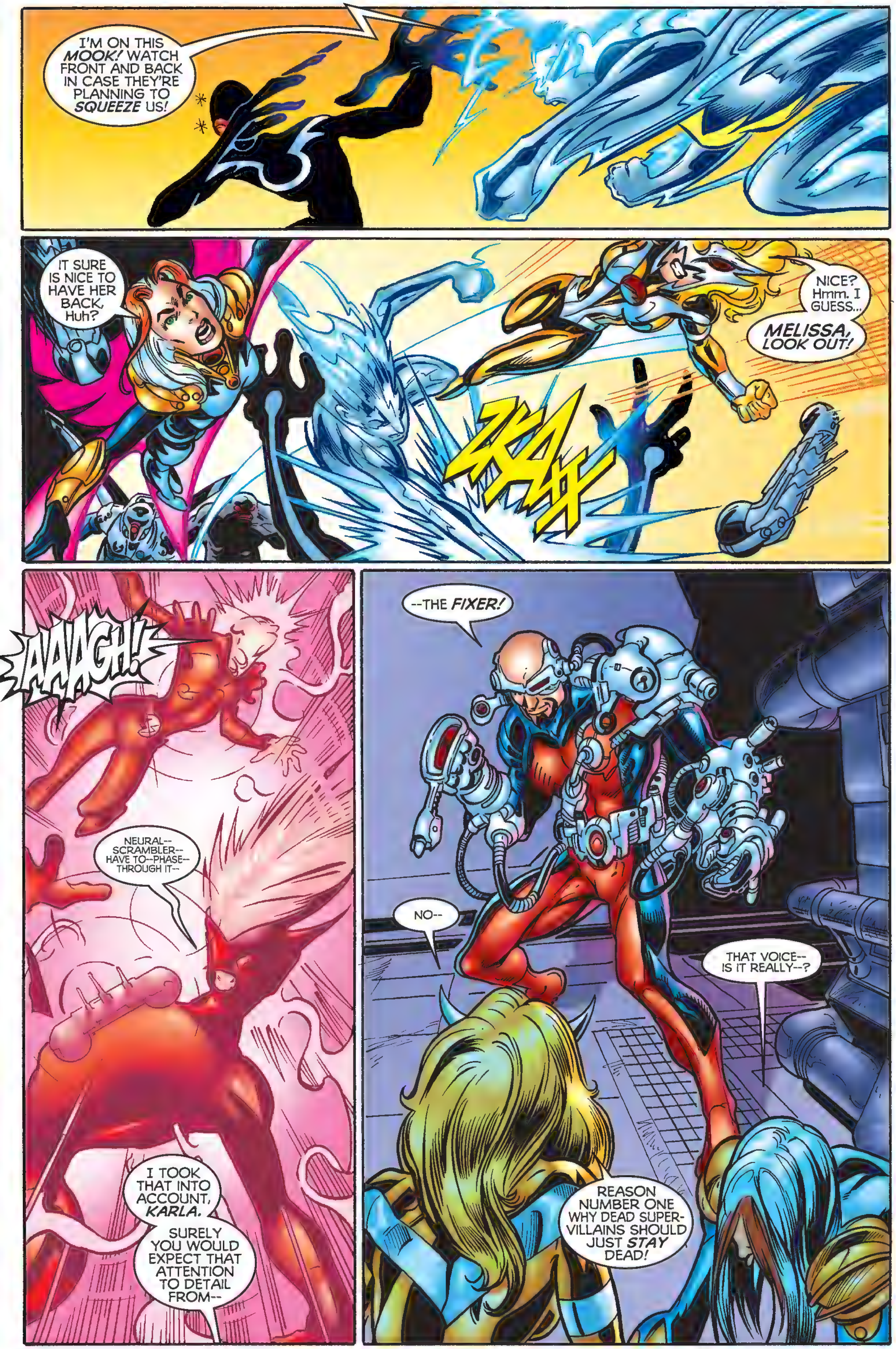
DOES THE V-BATTALION ORDER YOU CITIZEN V'S IN *BULK*, OR WHAT?
BELIEVE ME, *HAWKEYE*, I'M ONE-OF-A-KIND!

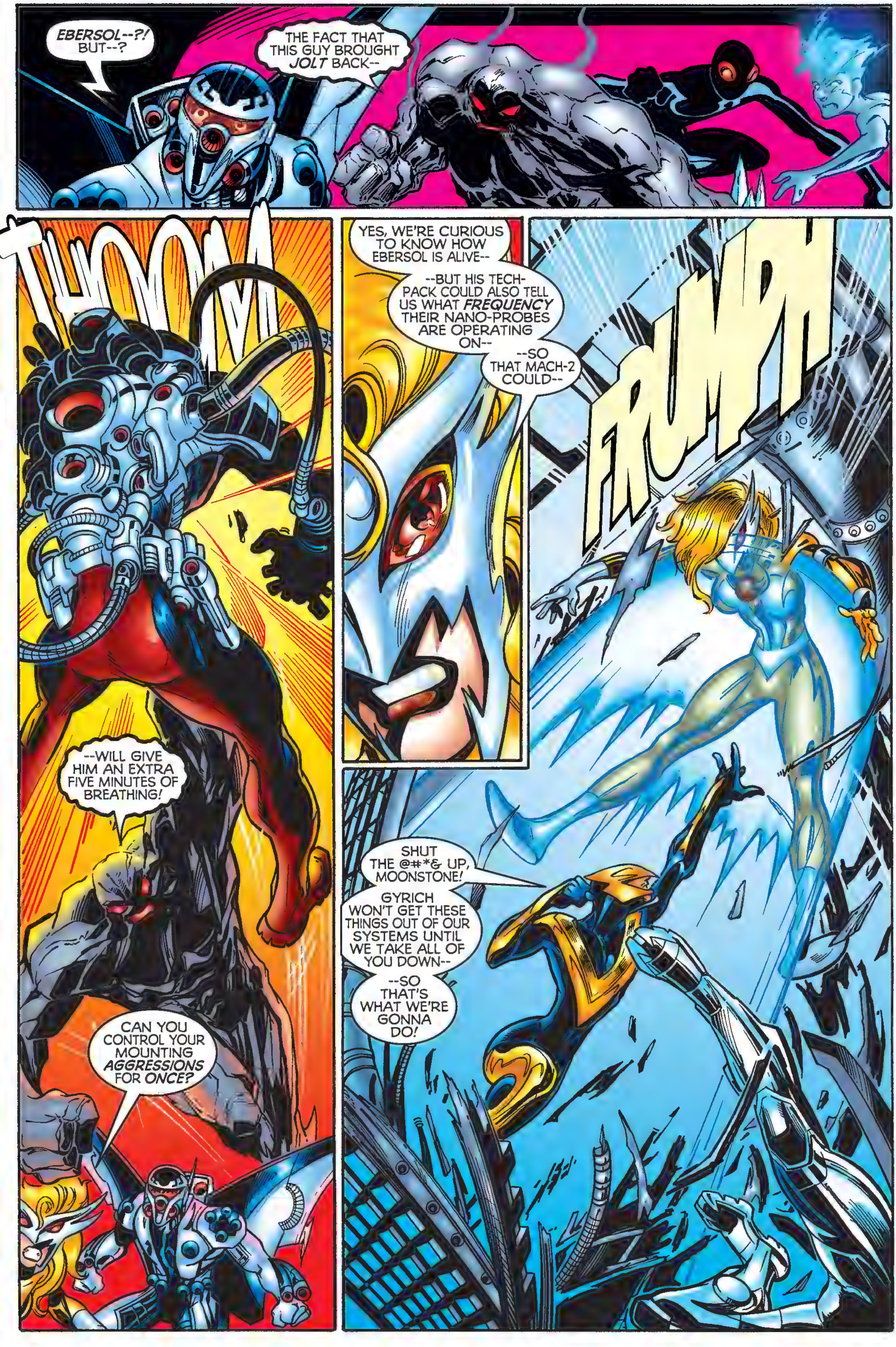

DO I HAVE TO *FEEL YOU UP* TO MAKE SURE YOU'RE A *GUY* THIS TIME?
I'D *REALLY* RATHER YOU NOT.
I'M *JOHN WATKINS III.*
THE *GRANDSON* OF THE *ORIGINAL* CITIZEN V --
-- THE MAN HELMUT ZEMO WAS *IMPERSONATING* WHEN HE *STARTED* THE THUNDERBOLTS RUSE TO BEGIN WITH!
WHY SHOULD WE TRUST YOU?
CHARLIE!
DON'T MIND *CHARCOAL,* HE WON'T SQUEEZE...
...TOO HARD...
...UNTIL WE *TELL* HIM TO! SO...WHY SHOULD WE TRUST YOU...?
Hmm. PARDON ME -- *Pfft* -- WHILE I TRY TO BREATHE.
HFF -- ROGER AUBREY--
"-- AND THE V-BATTALION HAD BEEN WORKING WITH *Dr. VALERIE COOPER* OF THE CSA TO UNCOVER THIS CONSPIRACY."
WE'RE READY-- HAS WARTON PREPARED THE BUILDING?
HE HASN'T COME BACK FROM DINNER YET, *ROGER.*
THAT'S ODD. HE KNEW WE WERE EXPECTING TO MOVE TONIGHT.
BREAKING INTO THE BUILDING WITHOUT HIS HELP WILL BE HARD.
YOU'VE CLEARED THE MAJORITY OF NON-ESSENTIAL PERSONNEL OVER THE LAST FEW DAYS, DOCTOR, SO...

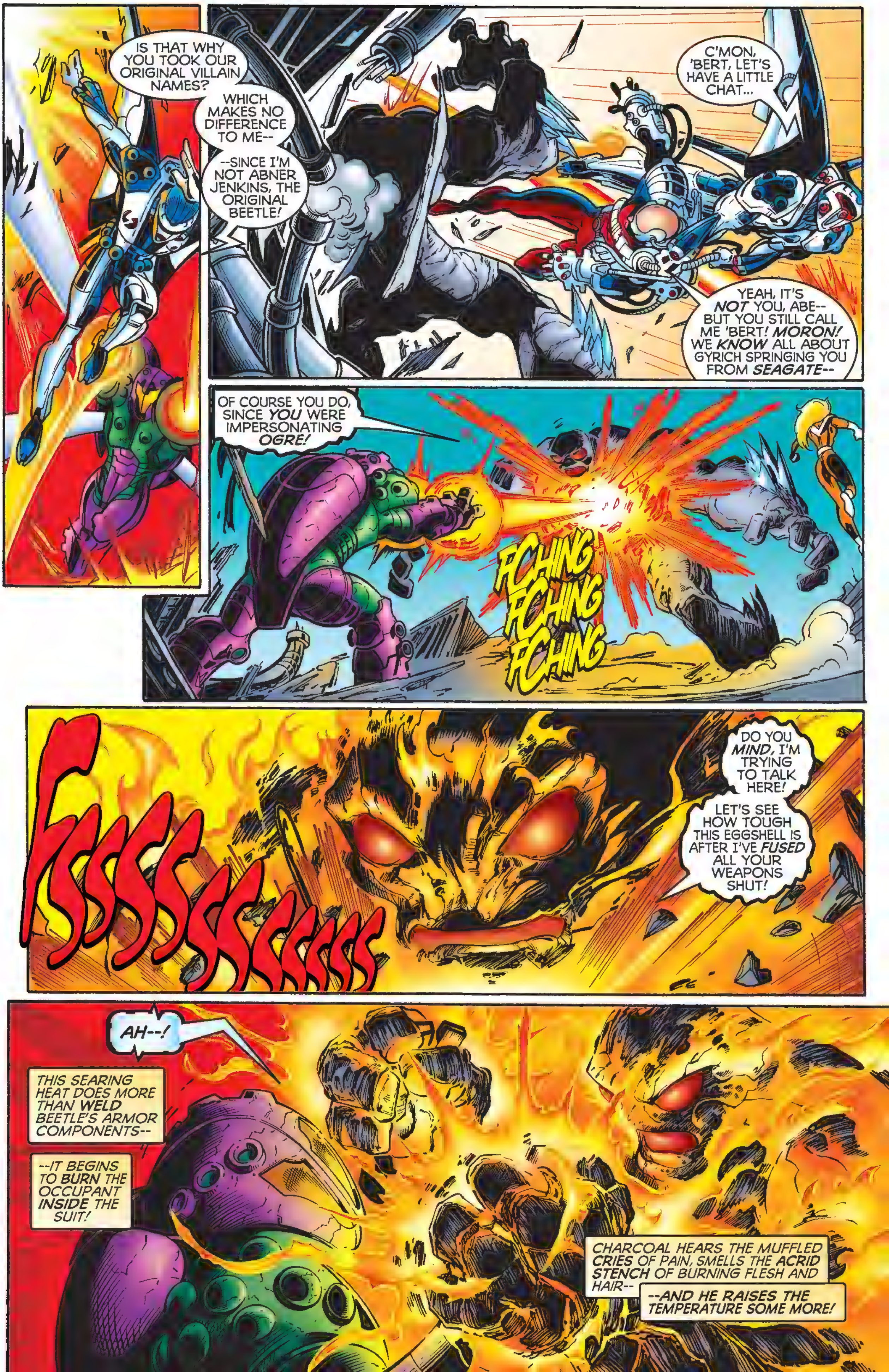

...COOPER TOLD US WHAT TO EXPECT FROM THE BUILDING'S SECURITY AND WE DID OUR BEST TO WORM OUR WAY IN.
"WE"?
THE REDEEMERS. MY TEAM WAS COMPROMISED BEFORE YOU FOUND ME, *MOONSTONE.*
AND HOW DID ALL OF *YOU* MANAGE TO GET INSIDE THE FACILITY?
GUESS WHY WARTON WAS LATE?
"HE RELUCTANTLY GAVE US THE DAY'S *SECURITY ACCESS CODES* HE WAS PLANNIN' TO TURN OVER TO *YOU.*"
BETWEEN THAT AND SCOURGE'S KNOWLEDGE OF THIS PLACE...
SCOURGE--?!
YOU KNOW HIM?
I--NO--NO...
WE DON'T HAVE TIME FOR THIS.
DIDN'T HE *KILL* HALF YOUR TEAM?
HE WAS BEING *CONTROLLED* BY THOSE NANO-PROBES.
INDEED?
DEAL WITH IT LATER, WATKINS.
WE HAVE T'SPLIT UP--DISTRACT GYRICH WHILE WE TRY TO TAKE OUT THE *OMEGA-32!*

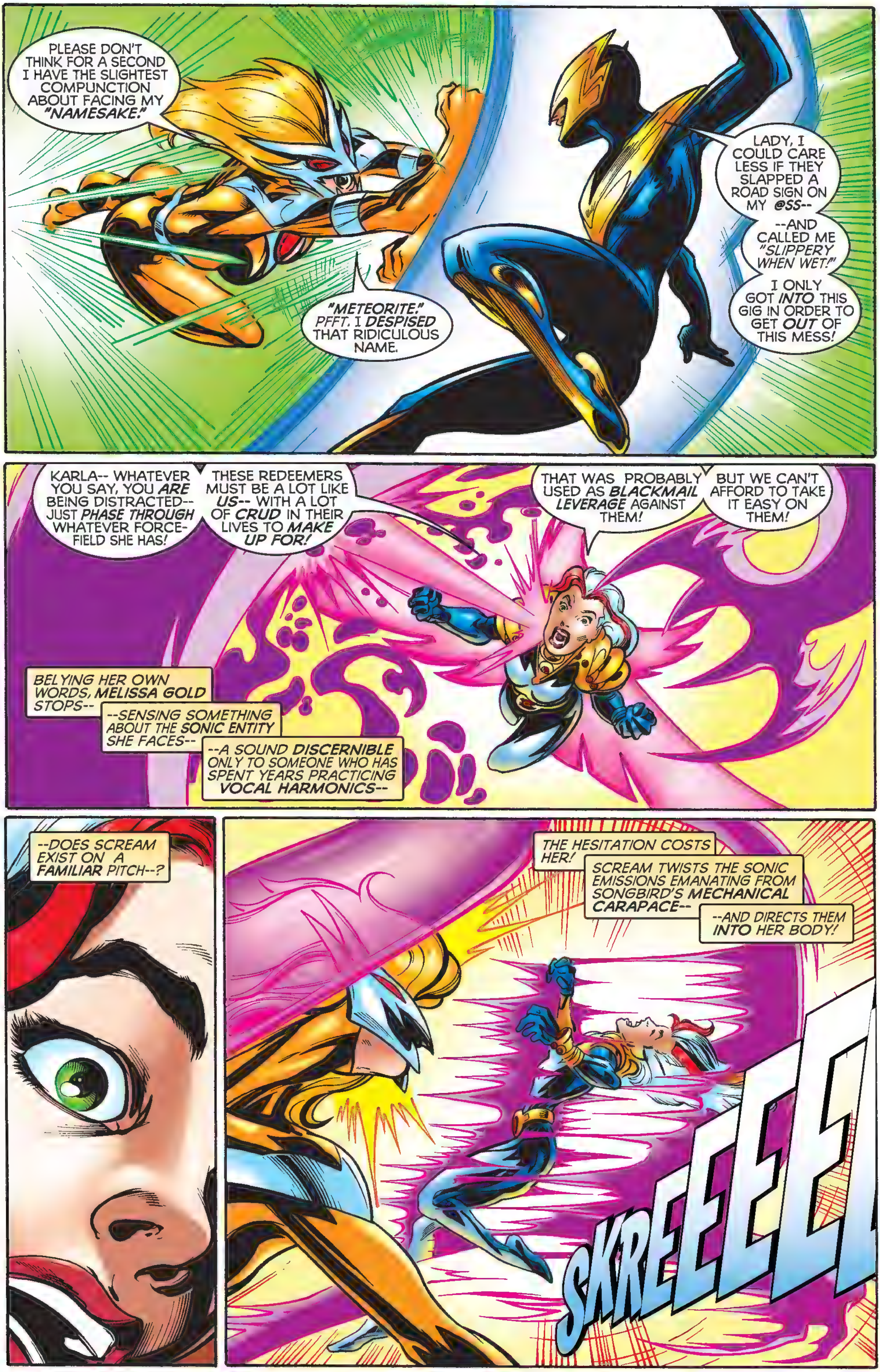

YOU GO WITH CITIZEN V AND MONROE AFTER THE OMEGA-32.
SONGBIRD, JOLT, CHARCOAL, MOONSTONE AND I WILL HANDLE THESE REDEEMERS.
THAT MAKES SENSE, *MACH-2*... LETS ME KEEP AN EYE ON *THESE* TWO.
YEAH, THAT'S IT...
WHAT--?
THE *THREE* OF YOU ARE THE ONES *WE* TRUST THE *LEAST* RIGHT NOW!
SORRY TO BE SO BLUNT, BUT THIS WAY, WE CAN WATCH OUR *OWN* BACKS!
Oh. OKAY. FINE...
THE FORMER **AVENGER** NAMED **HAWKEYE** KNOWS HE'S LOST THE **TRUST** OF HIS TEAM.
AND IF THEY SUCCEED TONIGHT, THEY WILL BE PERMANENTLY BRANDED AS **OUTLAWS.**
THEY KNOW THIS ISN'T **ALL** HIS FAULT.
GYRICH **HATED** THAT **WANTED FELONS** WERE TRYING TO REHABILITATE THEMSELVES IN THE PUBLIC EYE.
BUT HAWKEYE ALSO KNOWS THAT BY LEAVING THE AVENGERS TO **LEAD** THE T-BOLTS --
-- HE PUT A HUGE, FAT TARGET ON THEIR BACKS!

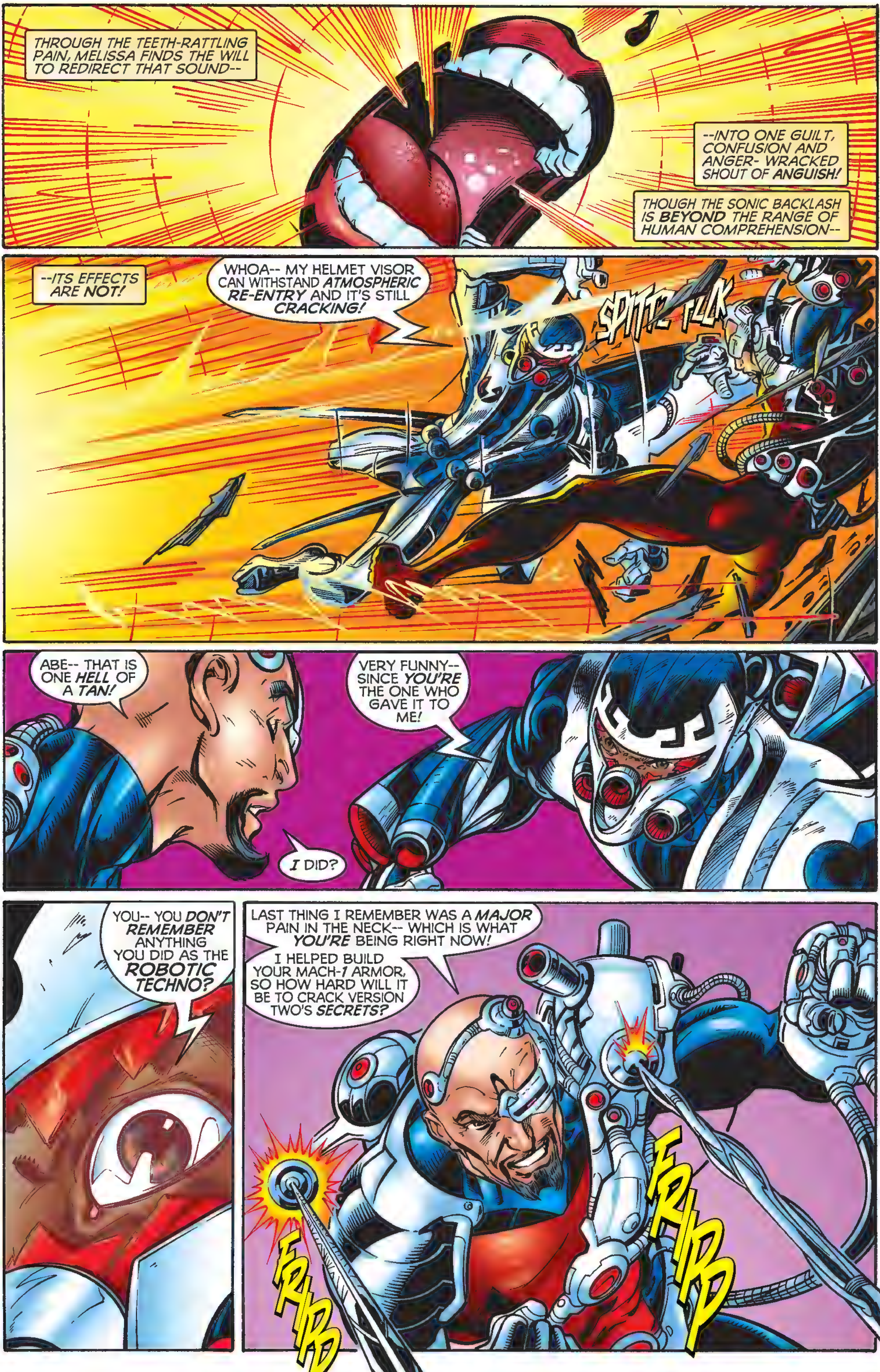

LOOK AT HIM SEETHE...
THEY HAVE LOST THE SWAGGER THEY'D BEEN GAINING.
THEY'VE BECOME TENTATIVE. FRACTURED. NERVOUS. GOOD!
IT'S THE LEAST OF WHAT THEY DESERVE!
HE'S NOT READY TO ACTIVATE THE OMEGA-32 JUST YET.
THE PROGRAMMING FOR THE GENETIC MAPPING PROTOCOLS HASN'T BEEN FINE-TUNED.
HE WANTS TO ENSURE THAT WHEN HE TARGETS A SUPER-HUMAN--
--IT'S NOT THE PERSON STANDING NEXT TO THEM WHO LOSES THEIR HEAD!
HIS LEAN FINGERS RUN OVER A KEYBOARD SENDING COMMANDS THROUGH THE NANO-PROBES...
..."FIND THE THUNDERBOLTS--AND TERMINATE THEM!"
MOVEMENT BEHIND US--GET READY...
ON YOUR MARK...
DON'T MESS WITH SOMEONE WHO CAN SEE THREE HUNDRED AND SIXTY DEGREES!
MACH-2 USES A PHOTONIC BURST, THINKING IT WOULD BLIND THEIR ATTACKER IN THE DARKENED CORRIDORS--
--BUT IT DOES MORE, MOMENTARILY DISRUPTING SMUGGLER'S ACCESS TO THE DARKFORCE ENERGY!

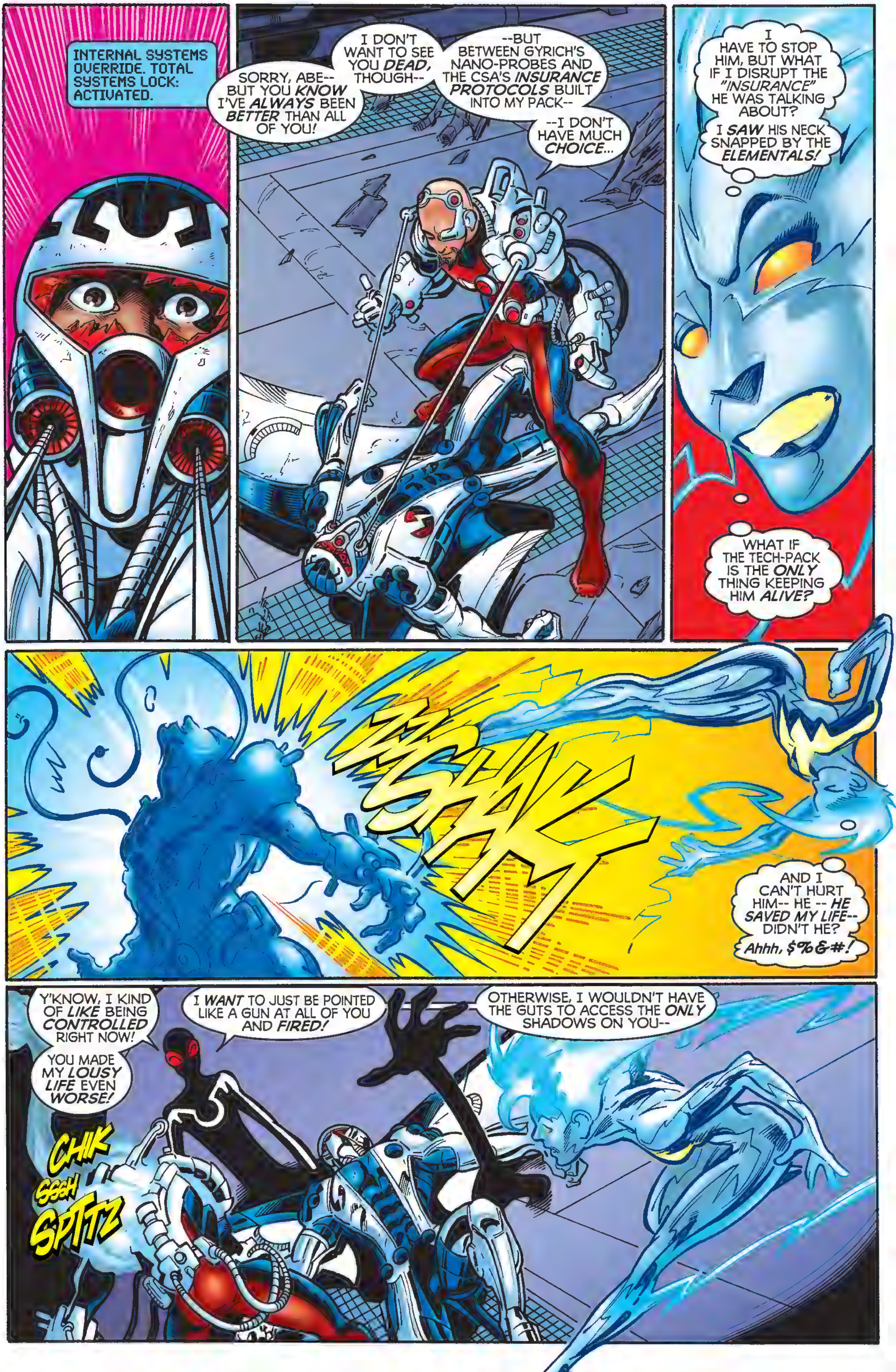

I'M ON THIS *MOOK!* WATCH FRONT AND BACK IN CASE THEY'RE PLANNING TO *SQUEEZE* US!
IT SURE IS NICE TO HAVE HER BACK, Huh?
NICE? Hmm. I GUESS...
MELISSA, LOOK OUT!
ZKAK
AAAGH!
NEURAL-- SCRAMBLER-- HAVE TO--PHASE-- THROUGH IT--
I TOOK THAT INTO ACCOUNT, *KARLA.*
SURELY YOU WOULD EXPECT THAT ATTENTION TO DETAIL FROM--
--THE *FIXER!*
NO--
THAT VOICE-- IS IT REALLY--?
REASON NUMBER ONE WHY DEAD SUPER-VILLAINS SHOULD JUST *STAY* DEAD!

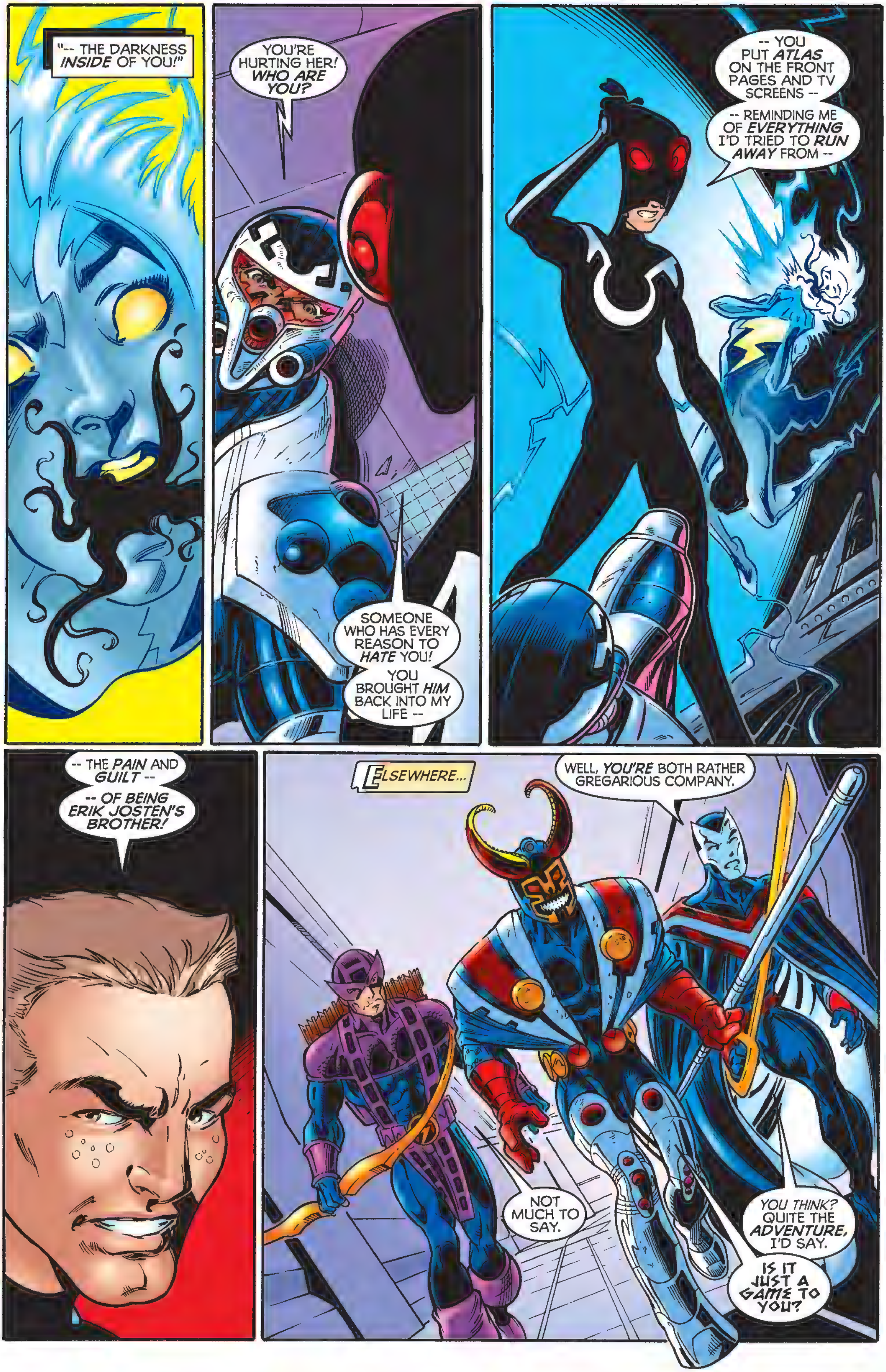

EBERSOL--?! BUT--?
THE FACT THAT THIS GUY BROUGHT *JOLT* BACK--
THOOOM
--WILL GIVE HIM AN EXTRA FIVE MINUTES OF BREATHING!
CAN YOU CONTROL YOUR MOUNTING *AGGRESSIONS* FOR *ONCE?*
YES, WE'RE CURIOUS TO KNOW HOW EBERSOL IS ALIVE--
--BUT HIS TECH-PACK COULD ALSO TELL US WHAT *FREQUENCY* THEIR NANO-PROBES ARE OPERATING ON--
--SO THAT MACH-2 COULD--
FRUMPH
SHUT THE @#*& UP, MOONSTONE!
GYRICH WON'T GET THESE THINGS OUT OF OUR SYSTEMS UNTIL WE TAKE ALL OF YOU DOWN--
--SO THAT'S WHAT WE'RE GONNA *DO!*

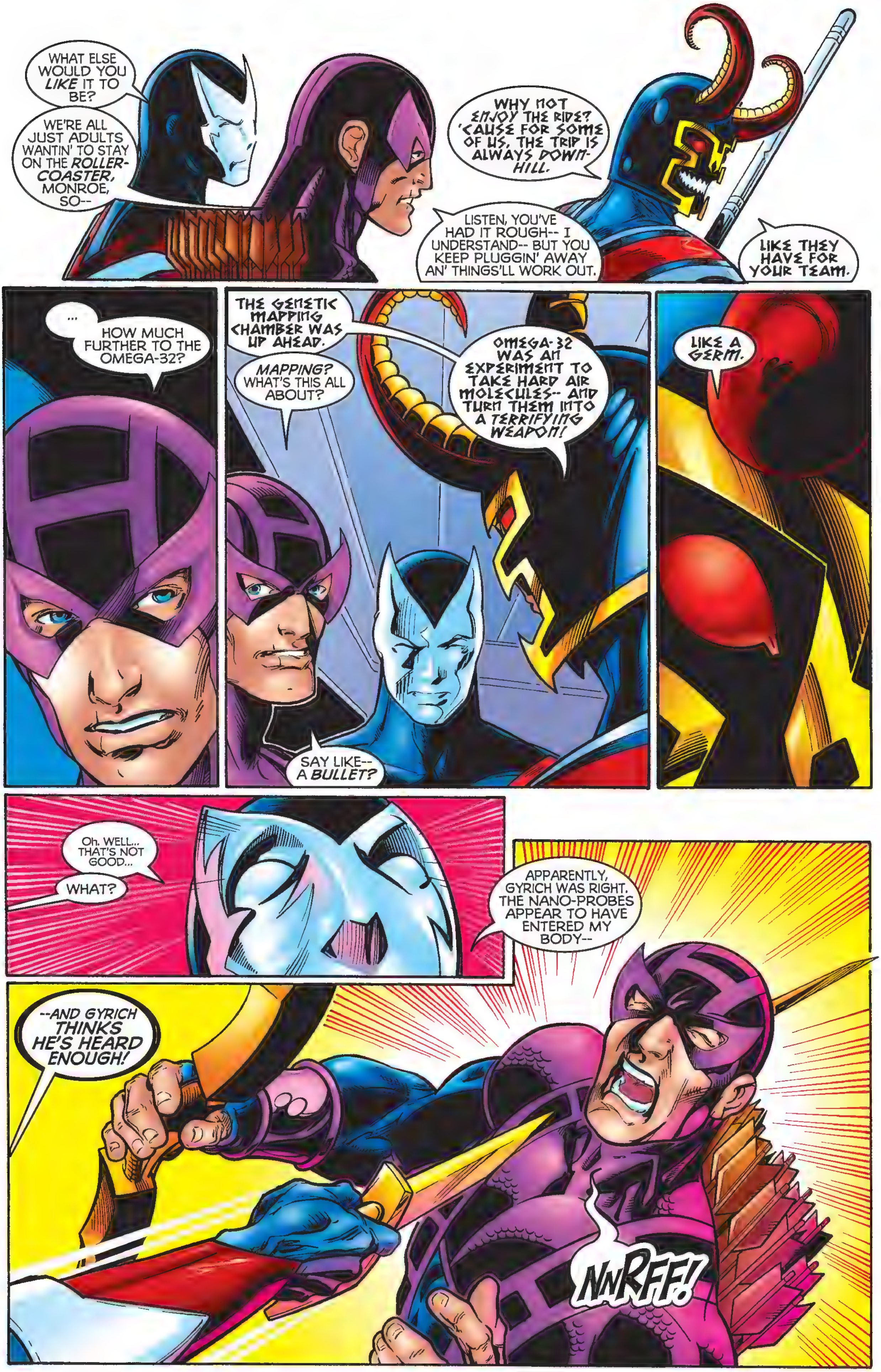

IS THAT WHY YOU TOOK OUR ORIGINAL VILLAIN NAMES?
WHICH MAKES NO DIFFERENCE TO ME--
--SINCE I'M NOT ABNER JENKINS, THE ORIGINAL BEETLE!
C'MON, 'BERT, LET'S HAVE A LITTLE CHAT...
YEAH, IT'S *NOT* YOU, ABE-- BUT YOU STILL CALL ME 'BERT! *MORON!* WE *KNOW* ALL ABOUT GYRICH SPRINGING YOU FROM *SEAGATE*--
OF COURSE YOU DO, SINCE *YOU* WERE IMPERSONATING *OGRE!*
FCHING FCHING FCHING
FSSSSSSSSSSS
DO YOU *MIND,* I'M TRYING TO TALK HERE!
LET'S SEE HOW TOUGH THIS EGGSHELL IS AFTER I'VE *FUSED* ALL YOUR WEAPONS SHUT!
AH--!
THIS SEARING HEAT DOES MORE THAN **WELD** BEETLE'S ARMOR COMPONENTS--
--IT BEGINS TO **BURN** THE OCCUPANT **INSIDE** THE SUIT!
CHARCOAL HEARS THE MUFFLED **CRIES** OF PAIN, SMELLS THE **ACRID STENCH** OF BURNING FLESH AND HAIR--
--**AND HE RAISES THE TEMPERATURE SOME MORE!**

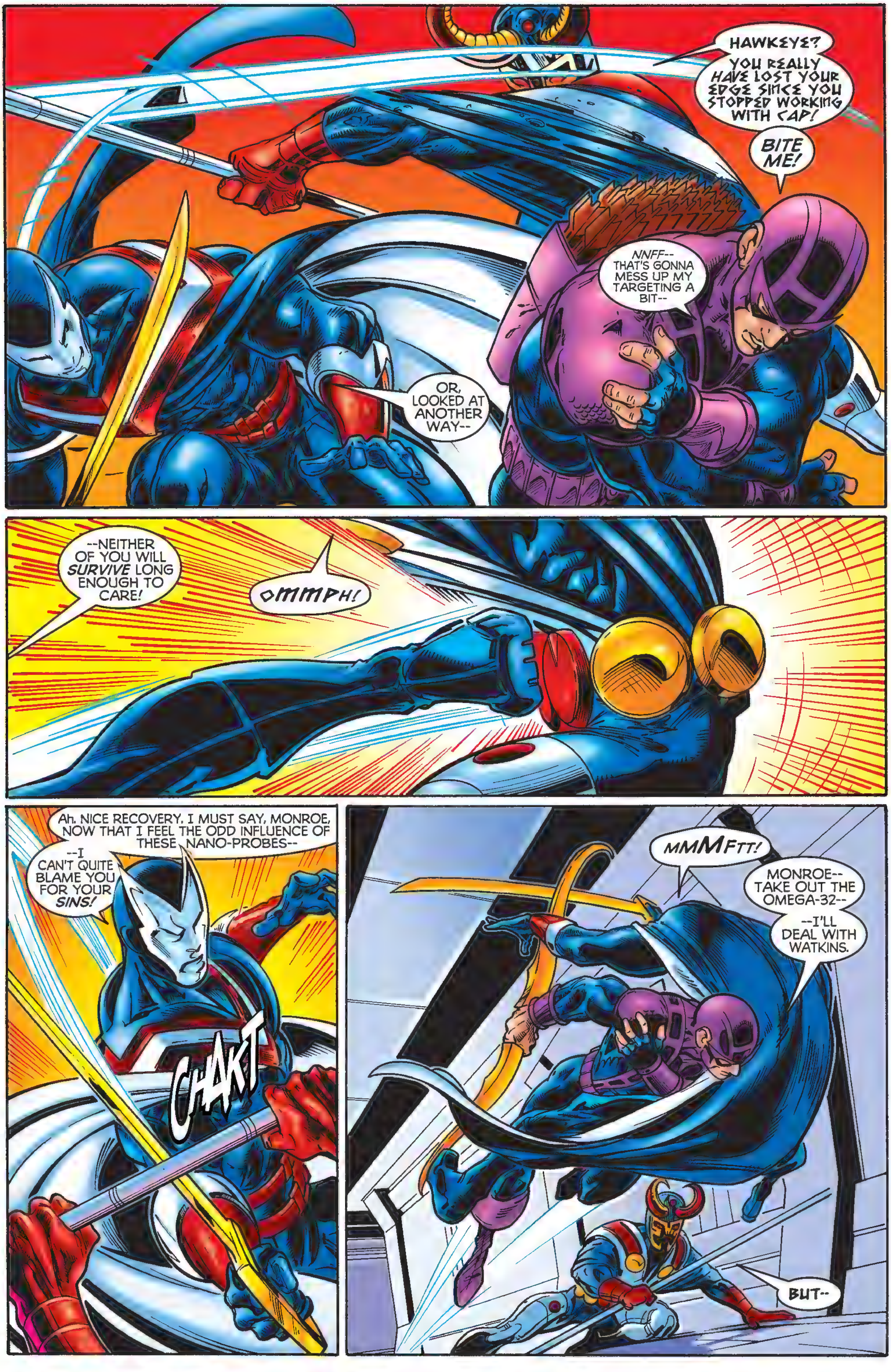

PLEASE DON'T THINK FOR A SECOND I HAVE THE SLIGHTEST COMPUNCTION ABOUT FACING MY *"NAMESAKE."*
LADY, I COULD CARE LESS IF THEY SLAPPED A ROAD SIGN ON MY *@SS*--
--AND CALLED ME *"SLIPPERY WHEN WET!"*
I ONLY GOT *INTO* THIS GIG IN ORDER TO GET *OUT* OF THIS MESS!
"METEORITE." PFFT. I *DESPISED* THAT RIDICULOUS NAME.
KARLA-- WHATEVER YOU SAY, YOU *ARE* BEING DISTRACTED-- JUST *PHASE THROUGH* WHATEVER FORCE-FIELD SHE HAS!
THESE REDEEMERS MUST BE A LOT LIKE *US*-- WITH A LOT OF *CRUD* IN THEIR LIVES TO *MAKE UP FOR!*
THAT WAS PROBABLY USED AS *BLACKMAIL LEVERAGE* AGAINST THEM!
BUT WE CAN'T AFFORD TO TAKE IT EASY ON THEM!
BELYING HER OWN WORDS, **MELISSA GOLD** STOPS--
--SENSING SOMETHING ABOUT THE **SONIC ENTITY** SHE FACES--
--A SOUND **DISCERNIBLE** ONLY TO SOMEONE WHO HAS SPENT YEARS PRACTICING **VOCAL HARMONICS**--
--DOES SCREAM EXIST ON A **FAMILIAR** PITCH--?
THE HESITATION COSTS HER!
SCREAM TWISTS THE SONIC EMISSIONS EMANATING FROM SONGBIRD'S **MECHANICAL CARAPACE**--
--AND DIRECTS THEM **INTO HER BODY!**
SKREEEEE

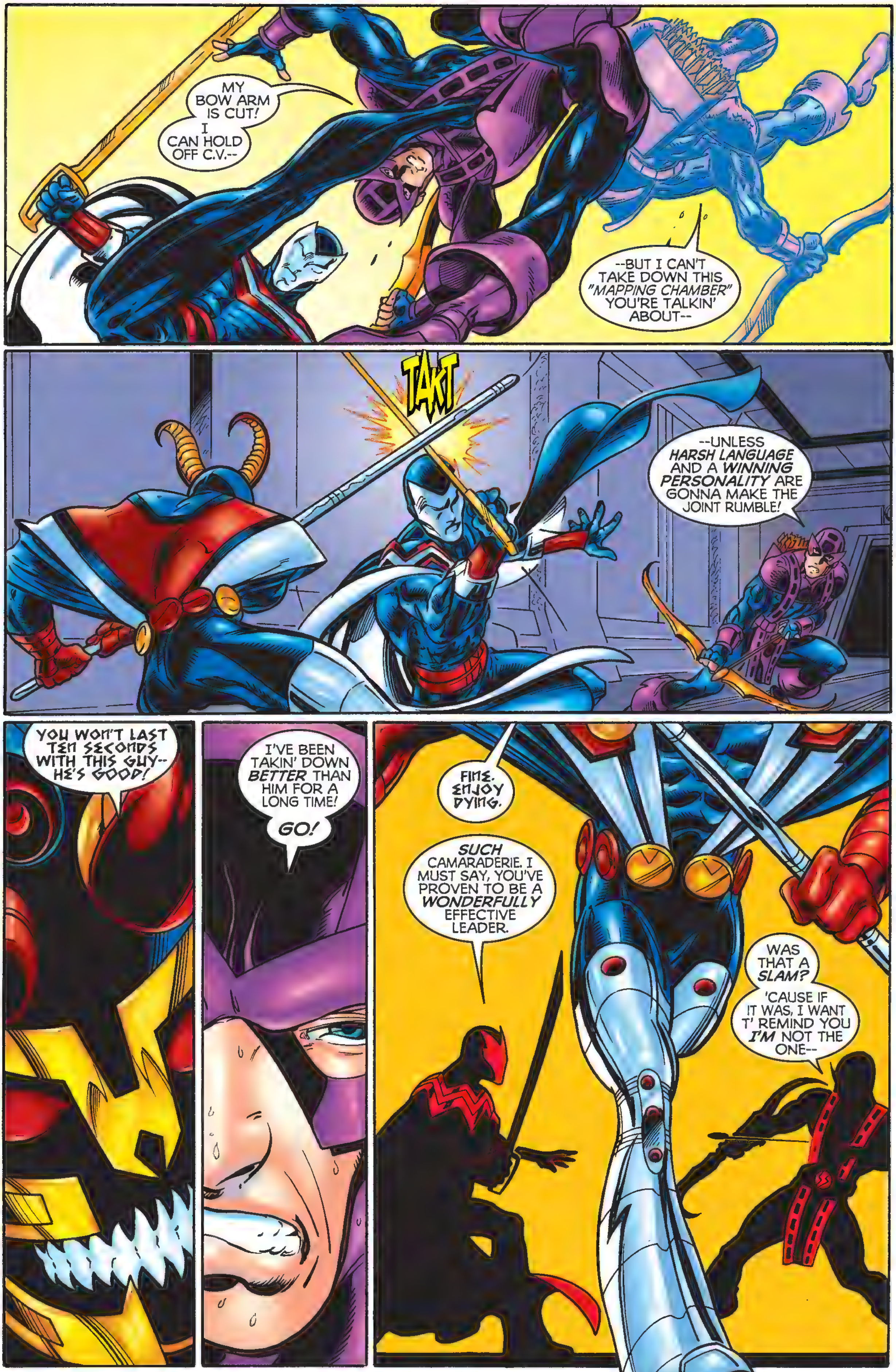

THROUGH THE TEETH-RATTLING PAIN, MELISSA FINDS THE WILL TO REDIRECT THAT SOUND--
--INTO ONE GUILT, CONFUSION AND ANGER- WRACKED SHOUT OF ANGUISH!
THOUGH THE SONIC BACKLASH IS BEYOND THE RANGE OF HUMAN COMPREHENSION--
--ITS EFFECTS ARE NOT!
WHOA-- MY HELMET VISOR CAN WITHSTAND ATMOSPHERIC RE-ENTRY AND IT'S STILL CRACKING!
SPITTZ FZZK
ABE-- THAT IS ONE HELL OF A TAN!
VERY FUNNY-- SINCE YOU'RE THE ONE WHO GAVE IT TO ME!
I DID?
YOU-- YOU DON'T REMEMBER ANYTHING YOU DID AS THE ROBOTIC TECHNO?
LAST THING I REMEMBER WAS A MAJOR PAIN IN THE NECK-- WHICH IS WHAT YOU'RE BEING RIGHT NOW!
I HELPED BUILD YOUR MACH-1 ARMOR, SO HOW HARD WILL IT BE TO CRACK VERSION TWO'S SECRETS?
FRIRR
FRIRR

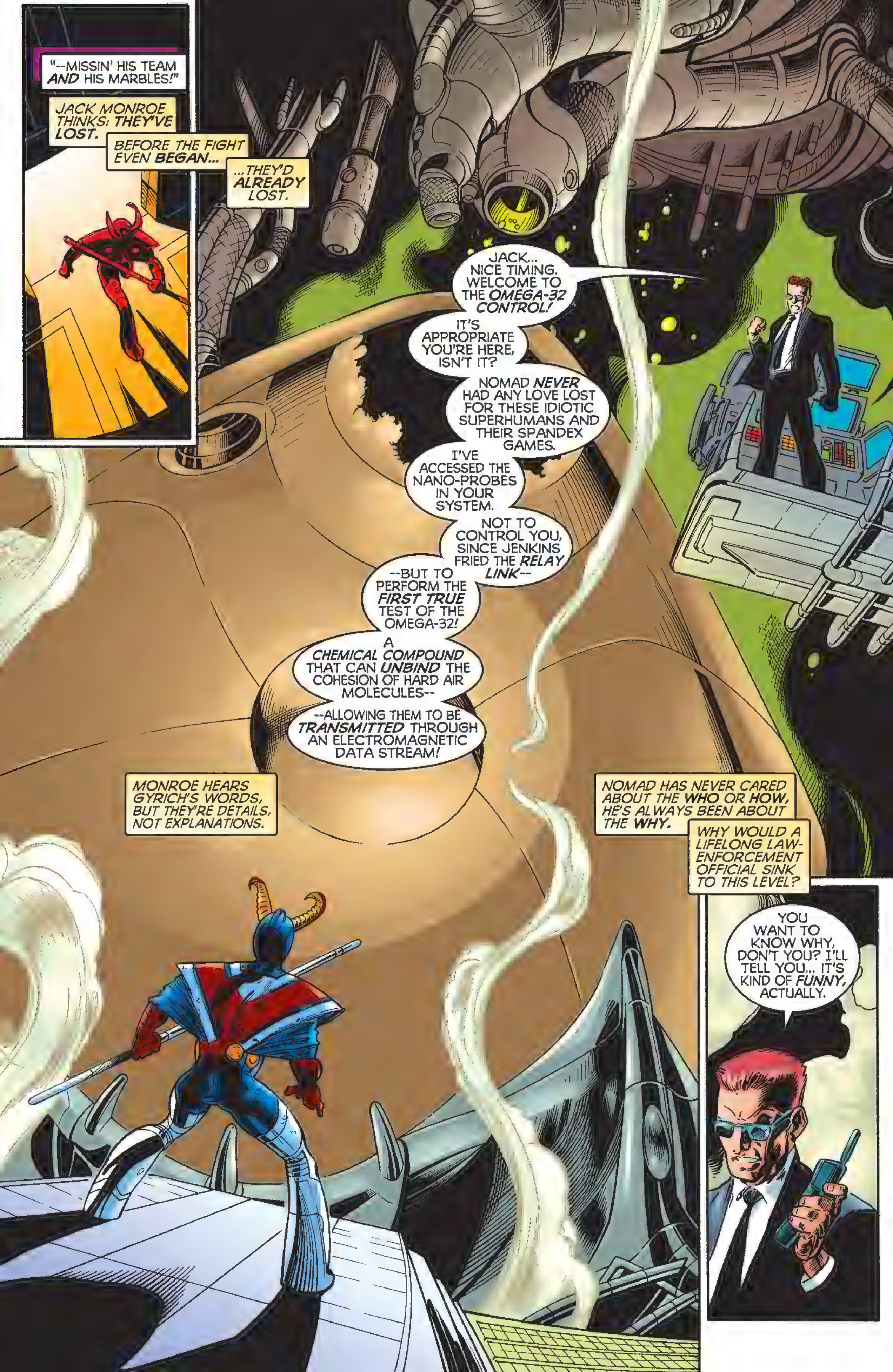

INTERNAL SYSTEMS OVERRIDE. TOTAL SYSTEMS LOCK: ACTIVATED.
SORRY, ABE-- BUT YOU *KNOW* I'VE *ALWAYS* BEEN *BETTER* THAN ALL OF YOU!
I DON'T WANT TO SEE YOU *DEAD,* THOUGH--
--BUT BETWEEN GYRICH'S NANO-PROBES AND THE CSA'S *INSURANCE PROTOCOLS* BUILT INTO MY PACK--
--I DON'T HAVE MUCH *CHOICE...*
I HAVE TO STOP HIM, BUT WHAT IF I DISRUPT THE *"INSURANCE"* HE WAS TALKING ABOUT?
I *SAW* HIS NECK SNAPPED BY THE *ELEMENTALS!*
WHAT IF THE TECH-PACK IS THE *ONLY* THING KEEPING HIM *ALIVE?*
ZZSHAKT
AND I CAN'T HURT HIM-- HE -- *HE SAVED MY LIFE--* DIDN'T HE?
Ahhh, $%&#!
Y'KNOW, I KIND OF *LIKE* BEING *CONTROLLED* RIGHT NOW!
YOU MADE MY *LOUSY LIFE* EVEN *WORSE!*
I *WANT* TO JUST BE POINTED LIKE A GUN AT ALL OF YOU AND *FIRED!*
OTHERWISE, I WOULDN'T HAVE THE GUTS TO ACCESS THE *ONLY* SHADOWS ON YOU--
CHIK
SSSH
SPTTZ

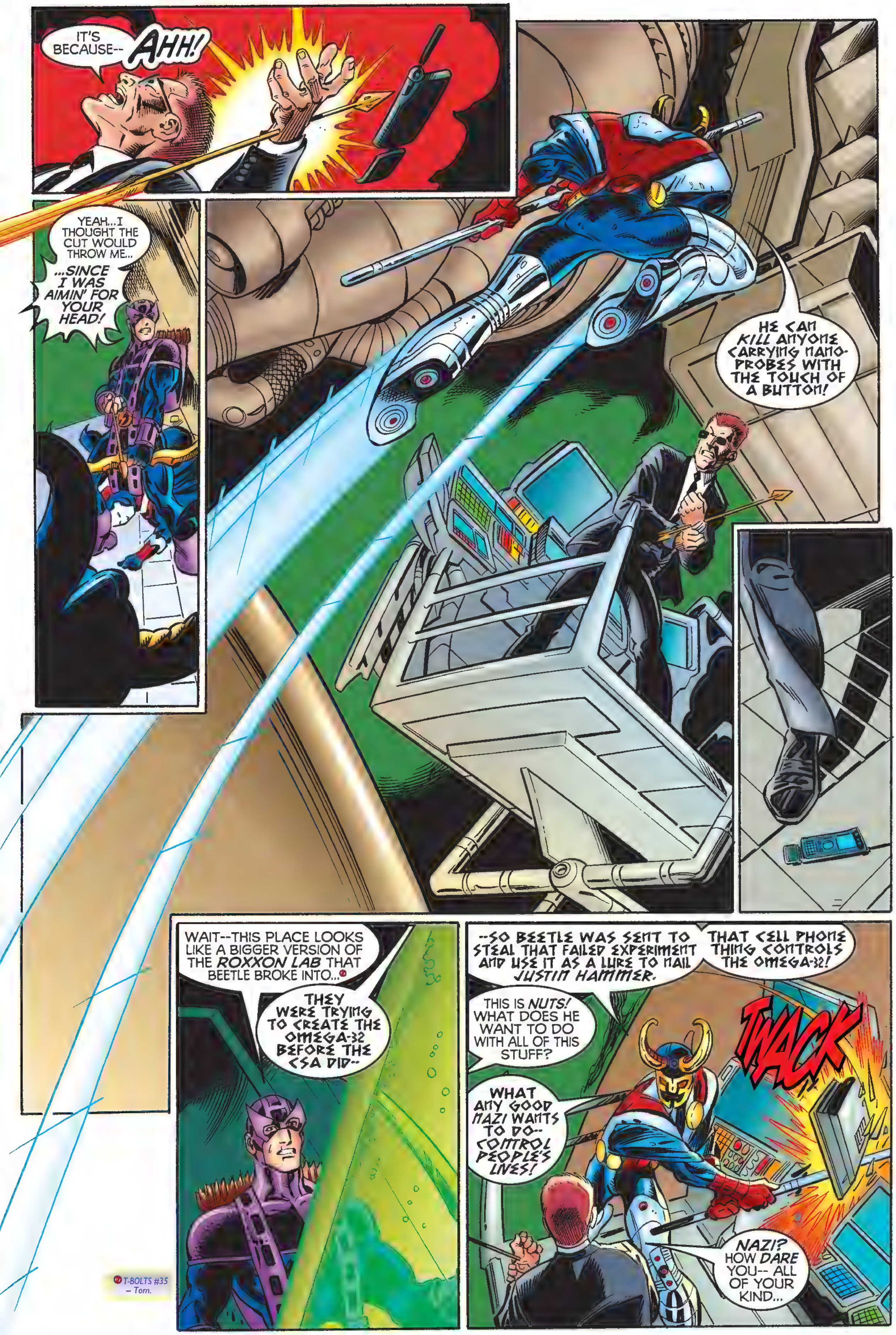

"-- THE DARKNESS *INSIDE* OF YOU!"
YOU'RE HURTING HER! *WHO ARE YOU?*
SOMEONE WHO HAS EVERY REASON TO *HATE* YOU!
YOU BROUGHT *HIM* BACK INTO MY LIFE --
-- YOU PUT *ATLAS* ON THE FRONT PAGES AND TV SCREENS --
-- REMINDING ME OF *EVERYTHING* I'D TRIED TO *RUN AWAY* FROM --
-- THE *PAIN* AND *GUILT* --
-- OF BEING *ERIK JOSTEN'S BROTHER!*
ELSEWHERE...
WELL, *YOU'RE* BOTH RATHER GREGARIOUS COMPANY.
NOT MUCH TO SAY.
YOU THINK? QUITE THE *ADVENTURE,* I'D SAY.
IS IT JUST A GAME TO YOU?

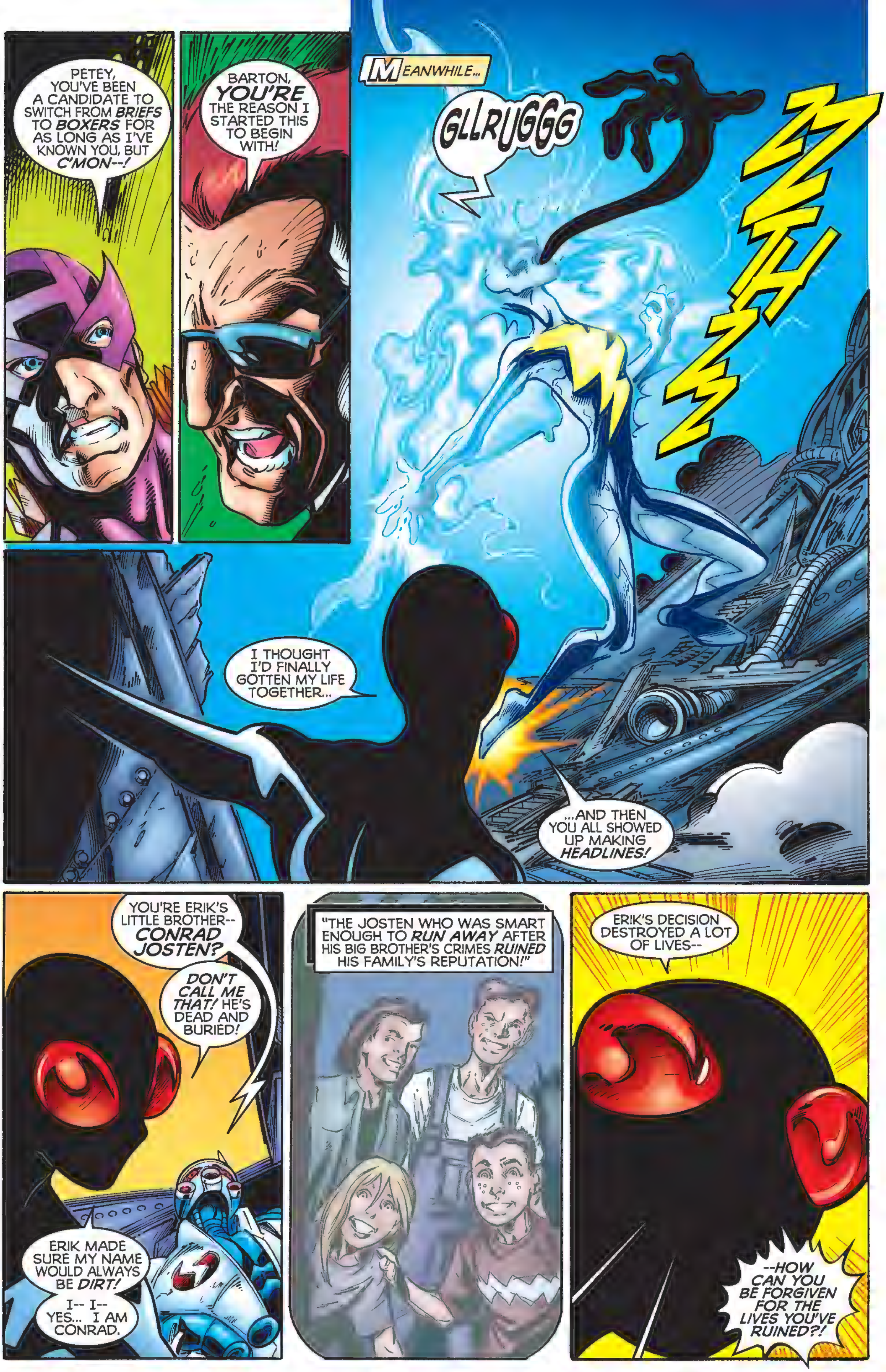

WHAT ELSE WOULD YOU *LIKE* IT TO BE?
WE'RE ALL JUST ADULTS WANTIN' TO STAY ON THE ***ROLLER-COASTER,*** MONROE, SO--
WHY NOT *ENJOY* THE RIDE? 'CAUSE FOR SOME OF US, THE TRIP IS ALWAYS *DOWN-HILL.*
LISTEN, YOU'VE HAD IT ROUGH-- I UNDERSTAND-- BUT YOU KEEP PLUGGIN' AWAY AN' THINGS'LL WORK OUT.
LIKE THEY HAVE FOR YOUR TEAM.
...
HOW MUCH FURTHER TO THE OMEGA-32?
THE GENETIC MAPPING CHAMBER WAS UP AHEAD.
MAPPING? WHAT'S THIS ALL ABOUT?
OMEGA-32 WAS AN EXPERIMENT TO TAKE HARD AIR MOLECULES-- AND TURN THEM INTO A *TERRIFYING WEAPON!*
SAY LIKE-- A *BULLET?*
LIKE A *GERM.*
Oh. WELL... THAT'S NOT GOOD...
WHAT?
APPARENTLY, GYRICH WAS RIGHT. THE NANO-PROBES APPEAR TO HAVE ENTERED MY BODY--
--AND GYRICH THINKS HE'S HEARD ENOUGH!
NNRFF!

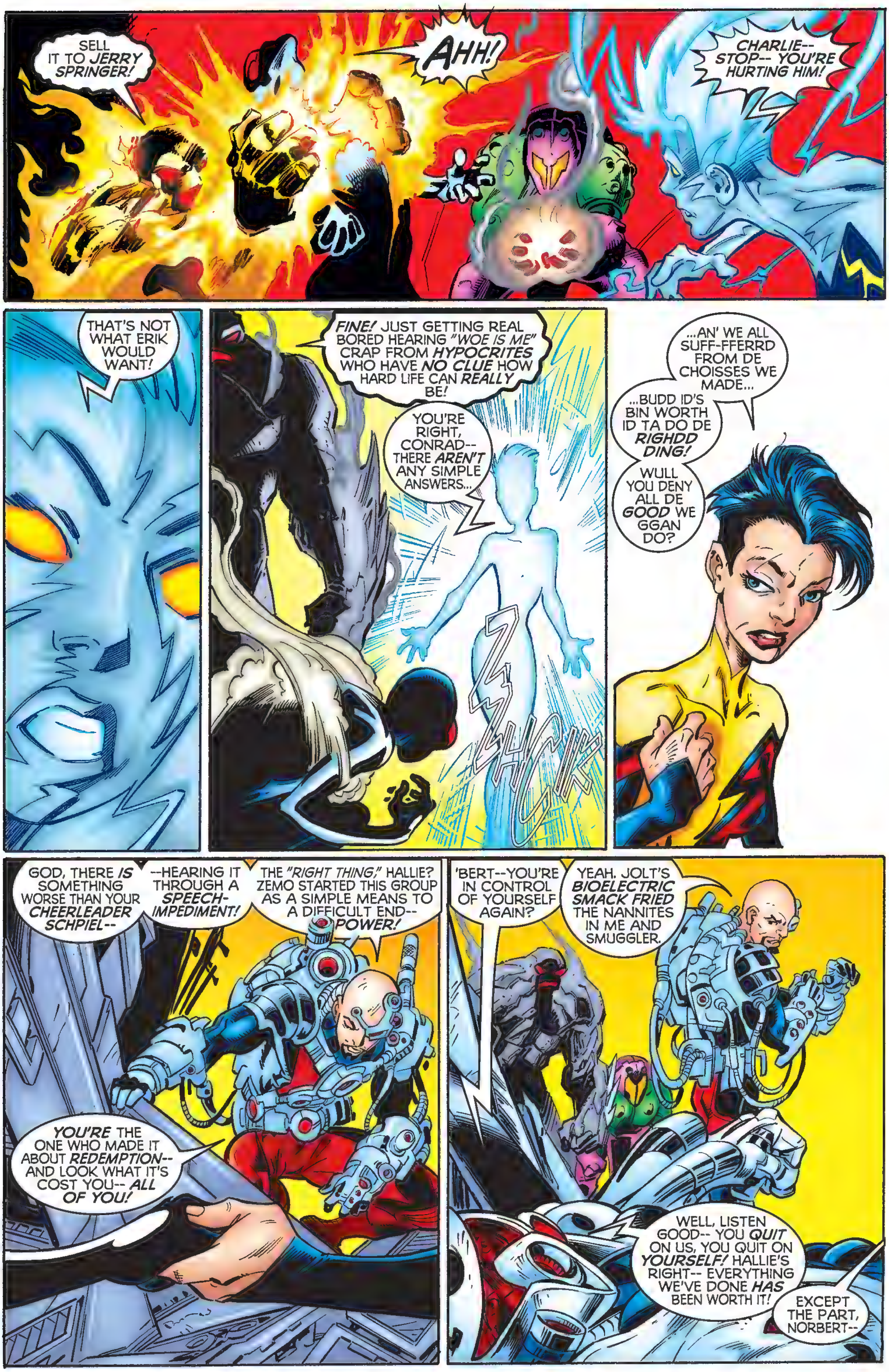

HAWKEYE? YOU REALLY HAVE LOST YOUR EDGE SINCE YOU STOPPED WORKING WITH CAP!
BITE ME!
NNFF-- THAT'S GONNA MESS UP MY TARGETING A BIT--
OR, LOOKED AT ANOTHER WAY--
--NEITHER OF YOU WILL SURVIVE LONG ENOUGH TO CARE!
OMMPH!
Ah. NICE RECOVERY. I MUST SAY, MONROE, NOW THAT I FEEL THE ODD INFLUENCE OF THESE NANO-PROBES--
--I CAN'T QUITE BLAME YOU FOR YOUR SINS!
CHAKT
MMMFTT!
MONROE-- TAKE OUT THE OMEGA-32--
--I'LL DEAL WITH WATKINS.
BUT--

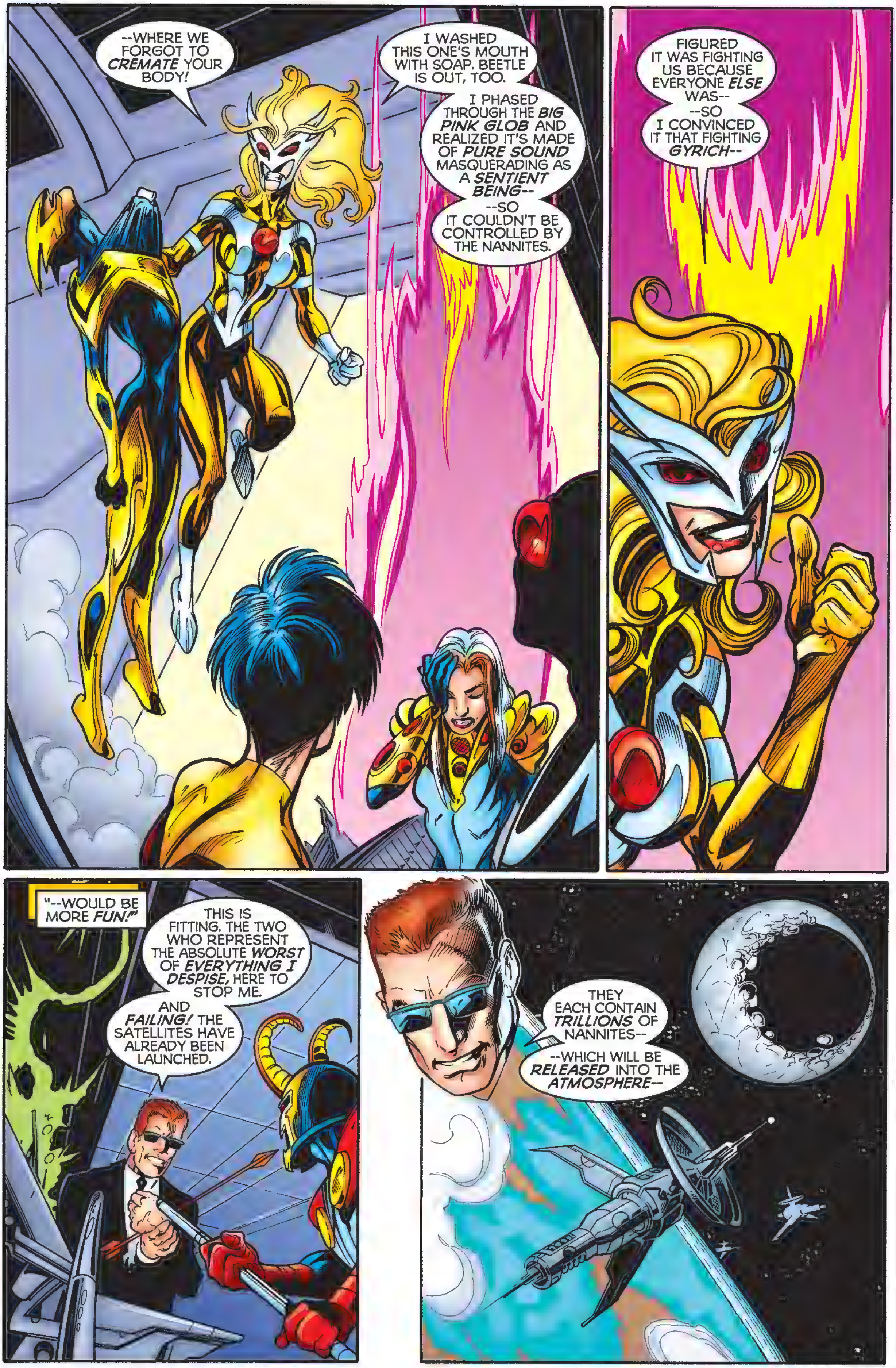

MY BOW ARM IS CUT! I CAN HOLD OFF C.V.--
--BUT I CAN'T TAKE DOWN THIS "MAPPING CHAMBER" YOU'RE TALKIN' ABOUT--
TAKT
--UNLESS HARSH LANGUAGE AND A WINNING PERSONALITY ARE GONNA MAKE THE JOINT RUMBLE!
YOU WON'T LAST TEN SECONDS WITH THIS GUY-- HE'S GOOD!
I'VE BEEN TAKIN' DOWN BETTER THAN HIM FOR A LONG TIME!
GO!
FINE. ENJOY DYING.
SUCH CAMARADERIE. I MUST SAY, YOU'VE PROVEN TO BE A WONDERFULLY EFFECTIVE LEADER.
WAS THAT A SLAM?
'CAUSE IF IT WAS, I WANT T' REMIND YOU I'M NOT THE ONE--

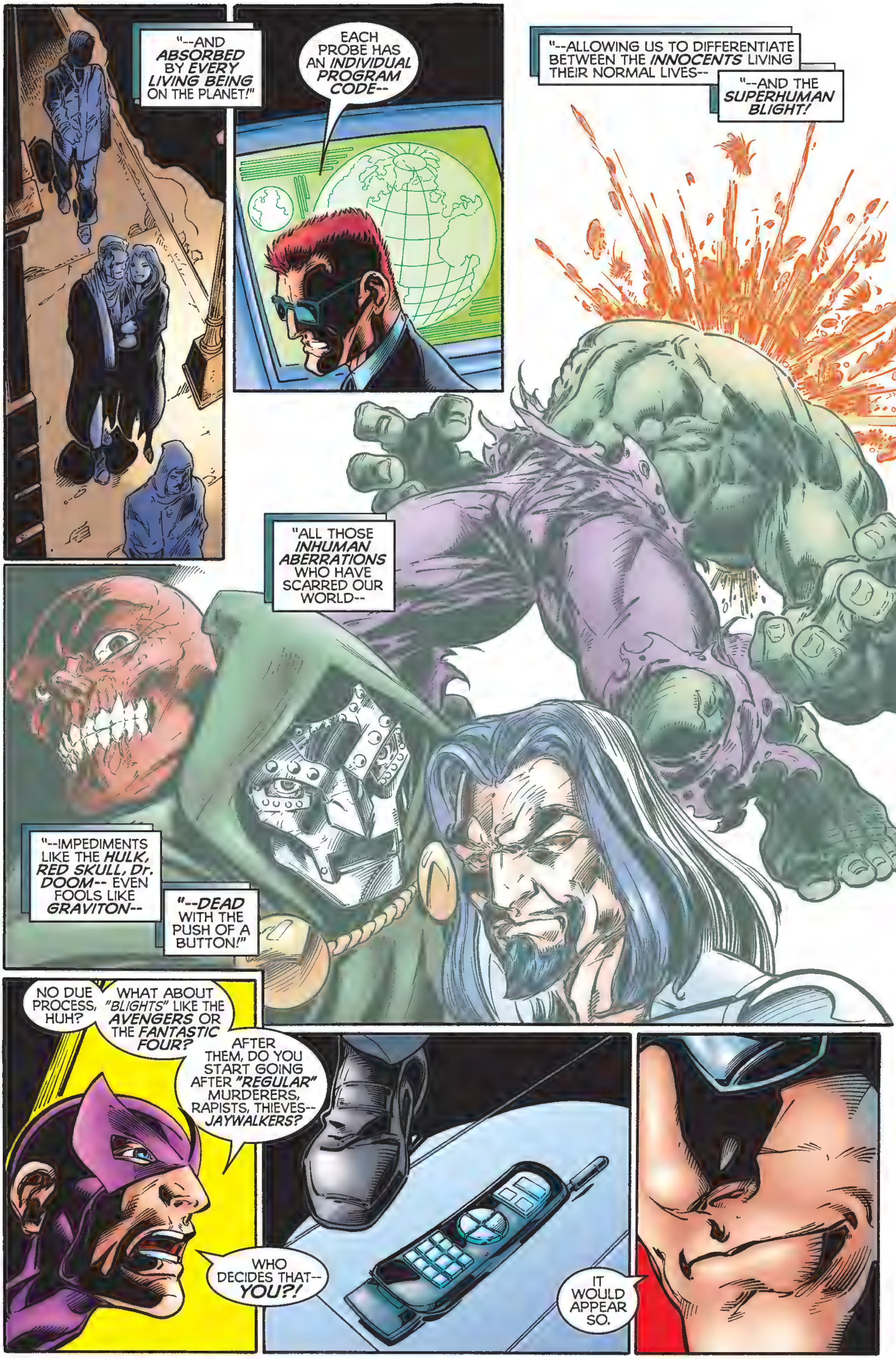

"--MISSIN' HIS TEAM AND HIS MARBLES!"
JACK MONROE THINKS: THEY'VE LOST.
BEFORE THE FIGHT EVEN BEGAN...
...THEY'D ALREADY LOST.
JACK... NICE TIMING. WELCOME TO THE OMEGA-32 CONTROL!
IT'S APPROPRIATE YOU'RE HERE, ISN'T IT?
NOMAD NEVER HAD ANY LOVE LOST FOR THESE IDIOTIC SUPERHUMANS AND THEIR SPANDEX GAMES.
I'VE ACCESSED THE NANO-PROBES IN YOUR SYSTEM.
NOT TO CONTROL YOU, SINCE JENKINS FRIED THE RELAY LINK--
--BUT TO PERFORM THE FIRST TRUE TEST OF THE OMEGA-32!
A CHEMICAL COMPOUND THAT CAN UNBIND THE COHESION OF HARD AIR MOLECULES--
--ALLOWING THEM TO BE TRANSMITTED THROUGH AN ELECTROMAGNETIC DATA STREAM!
MONROE HEARS GYRICH'S WORDS, BUT THEY'RE DETAILS, NOT EXPLANATIONS.
NOMAD HAS NEVER CARED ABOUT THE WHO OR HOW. HE'S ALWAYS BEEN ABOUT THE WHY.
WHY WOULD A LIFELONG LAW-ENFORCEMENT OFFICIAL SINK TO THIS LEVEL?
YOU WANT TO KNOW WHY, DON'T YOU? I'LL TELL YOU... IT'S KIND OF FUNNY, ACTUALLY.

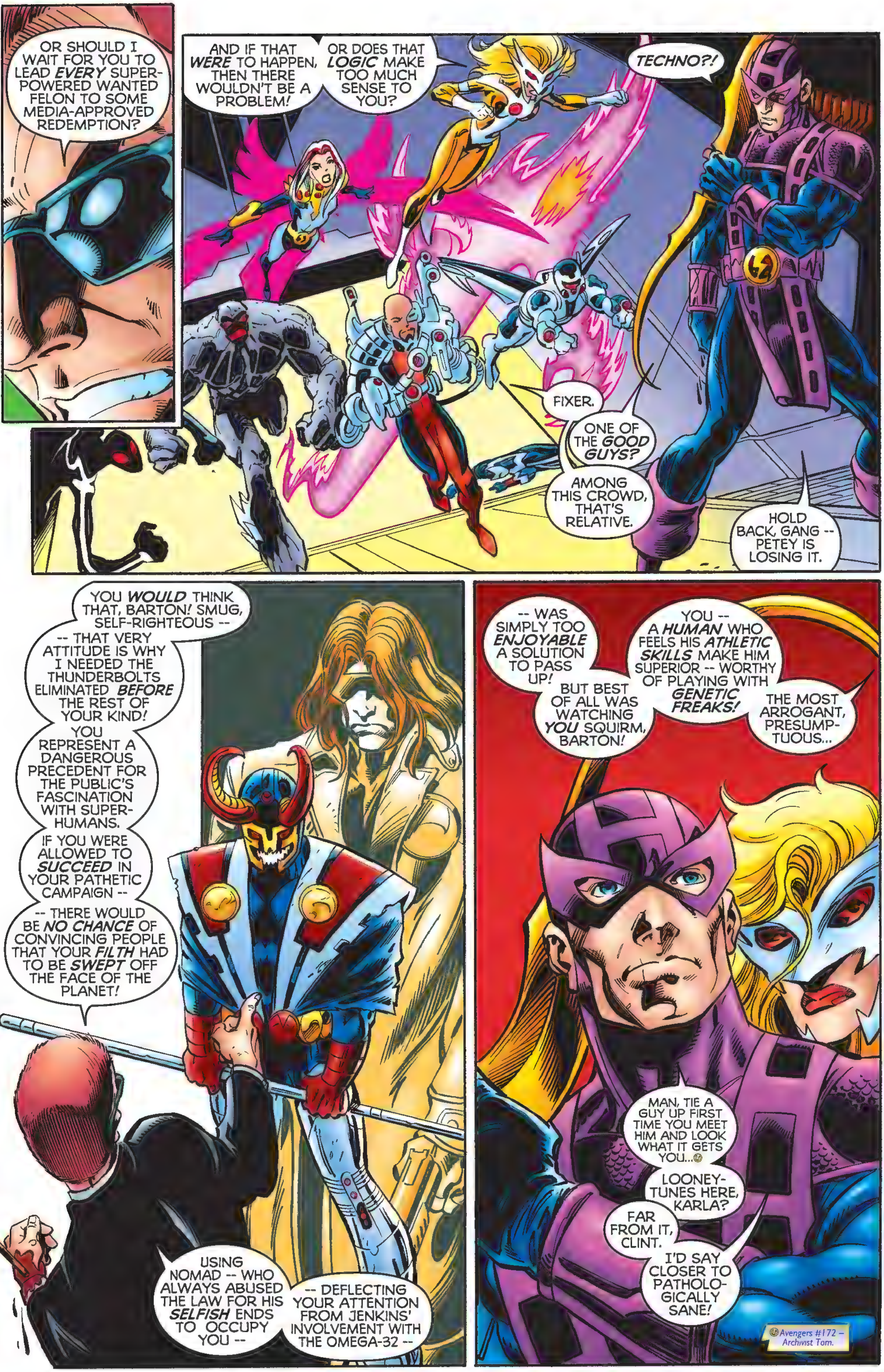

IT'S BECAUSE--
AHH!
YEAH...I THOUGHT THE CUT WOULD THROW ME...
...SINCE I WAS AIMIN' FOR YOUR HEAD!
HE CAN KILL ANYONE CARRYING NANO-PROBES WITH THE TOUCH OF A BUTTON!
WAIT--THIS PLACE LOOKS LIKE A BIGGER VERSION OF THE ROXXON LAB THAT BEETLE BROKE INTO...
THEY WERE TRYING TO CREATE THE OMEGA-32 BEFORE THE CSA DID--
T-BOLTS #35 – Tom.
--SO BEETLE WAS SENT TO STEAL THAT FAILED EXPERIMENT AND USE IT AS A LURE TO NAIL JUSTIN HAMMER.
THAT CELL PHONE THING CONTROLS THE OMEGA-32!
THIS IS NUTS! WHAT DOES HE WANT TO DO WITH ALL OF THIS STUFF?
TWACK
WHAT ANY GOOD NAZI WANTS TO DO-- CONTROL PEOPLE'S LIVES!
NAZI? HOW DARE YOU-- ALL OF YOUR KIND...

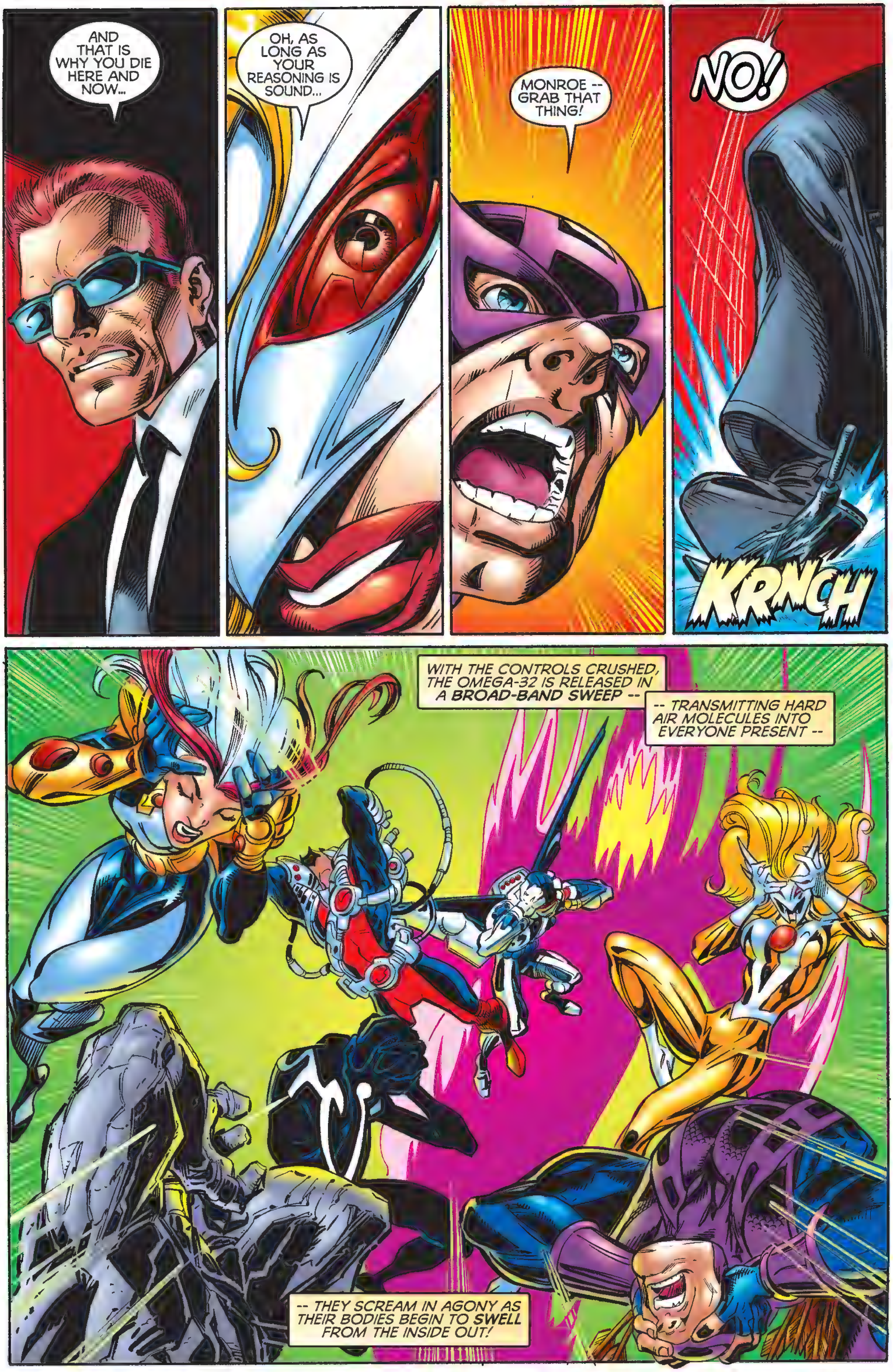

PETEY, YOU'VE BEEN A CANDIDATE TO SWITCH FROM **BRIEFS** TO **BOXERS** FOR AS LONG AS I'VE KNOWN YOU, BUT **C'MON--!**
BARTON, ***YOU'RE*** THE REASON I STARTED THIS TO BEGIN WITH!
MEANWHILE...
GLLRUGGG
ZZZZHHZZZM
I THOUGHT I'D FINALLY GOTTEN MY LIFE TOGETHER...
...AND THEN YOU ALL SHOWED UP MAKING ***HEADLINES!***
YOU'RE ERIK'S LITTLE BROTHER-- ***CONRAD JOSTEN?***
DON'T CALL ME THAT! HE'S DEAD AND BURIED!
ERIK MADE SURE MY NAME WOULD ALWAYS BE ***DIRT!***
I-- I-- YES... I AM CONRAD.
"THE JOSTEN WHO WAS SMART ENOUGH TO ***RUN AWAY*** AFTER HIS BIG BROTHER'S CRIMES ***RUINED*** HIS FAMILY'S REPUTATION!"
ERIK'S DECISION DESTROYED A LOT OF LIVES--
--HOW CAN YOU BE FORGIVEN FOR THE LIVES YOU'VE RUINED?!

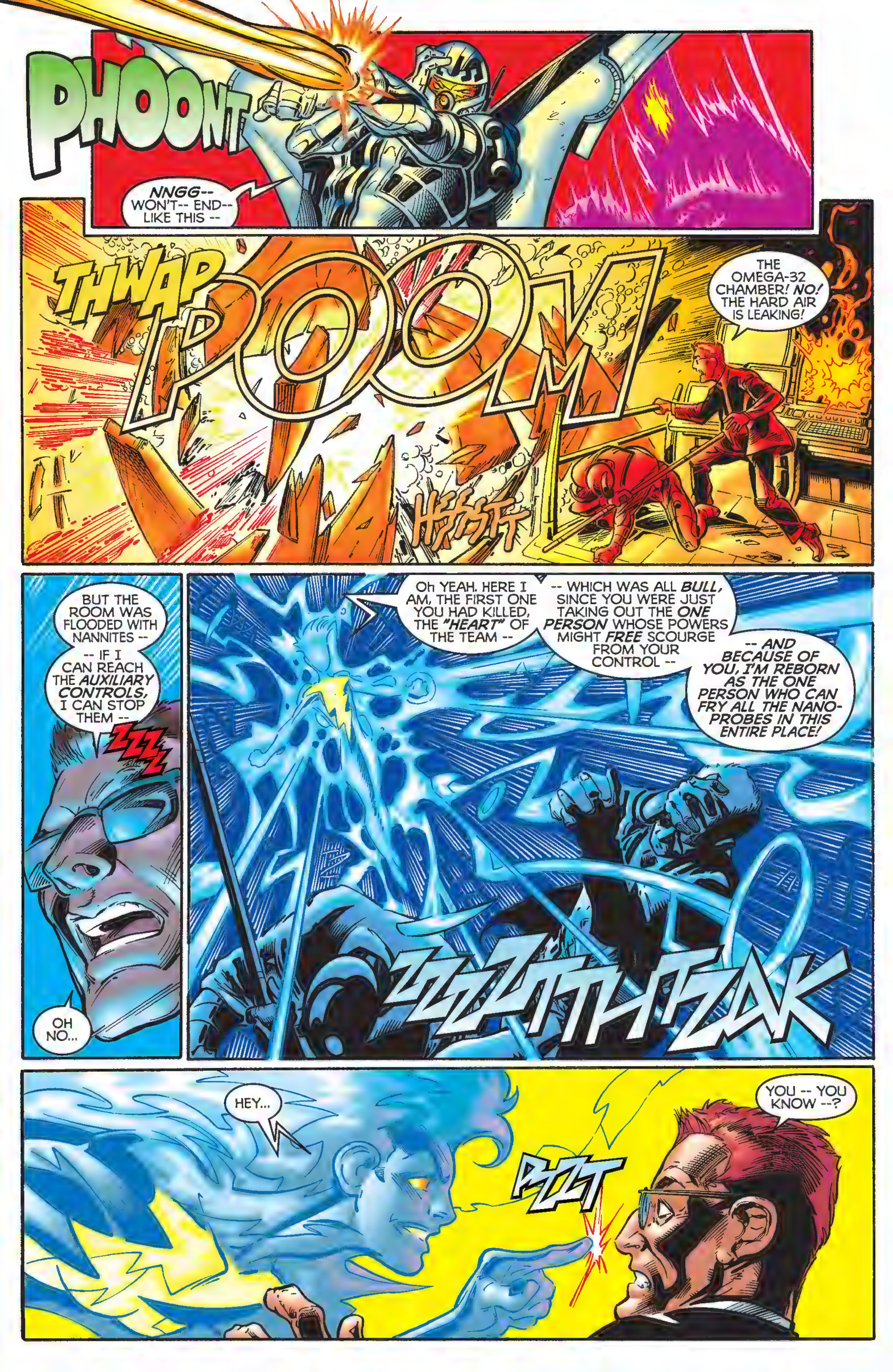

SELL IT TO JERRY SPRINGER!
AHH!
CHARLIE-- STOP-- YOU'RE HURTING HIM!
THAT'S NOT WHAT ERIK WOULD WANT!
FINE! JUST GETTING REAL BORED HEARING "WOE IS ME" CRAP FROM HYPOCRITES WHO HAVE NO CLUE HOW HARD LIFE CAN REALLY BE!
YOU'RE RIGHT, CONRAD-- THERE AREN'T ANY SIMPLE ANSWERS...
ZSHCIK
...AN' WE ALL SUFF-FFERRD FROM DE CHOISSES WE MADE...
...BUDD ID'S BIN WORTH ID TA DO DE RIGHDD DING!
WULL YOU DENY ALL DE GOOD WE GGAN DO?
GOD, THERE IS SOMETHING WORSE THAN YOUR CHEERLEADER SCHPIEL--
--HEARING IT THROUGH A SPEECH-IMPEDIMENT!
THE "RIGHT THING," HALLIE? ZEMO STARTED THIS GROUP AS A SIMPLE MEANS TO A DIFFICULT END-- POWER!
YOU'RE THE ONE WHO MADE IT ABOUT REDEMPTION-- AND LOOK WHAT IT'S COST YOU-- ALL OF YOU!
'BERT--YOU'RE IN CONTROL OF YOURSELF AGAIN?
YEAH. JOLT'S BIOELECTRIC SMACK FRIED THE NANNITES IN ME AND SMUGGLER.
WELL, LISTEN GOOD-- YOU QUIT ON US, YOU QUIT ON YOURSELF! HALLIE'S RIGHT-- EVERYTHING WE'VE DONE HAS BEEN WORTH IT!
EXCEPT THE PART, NORBERT--

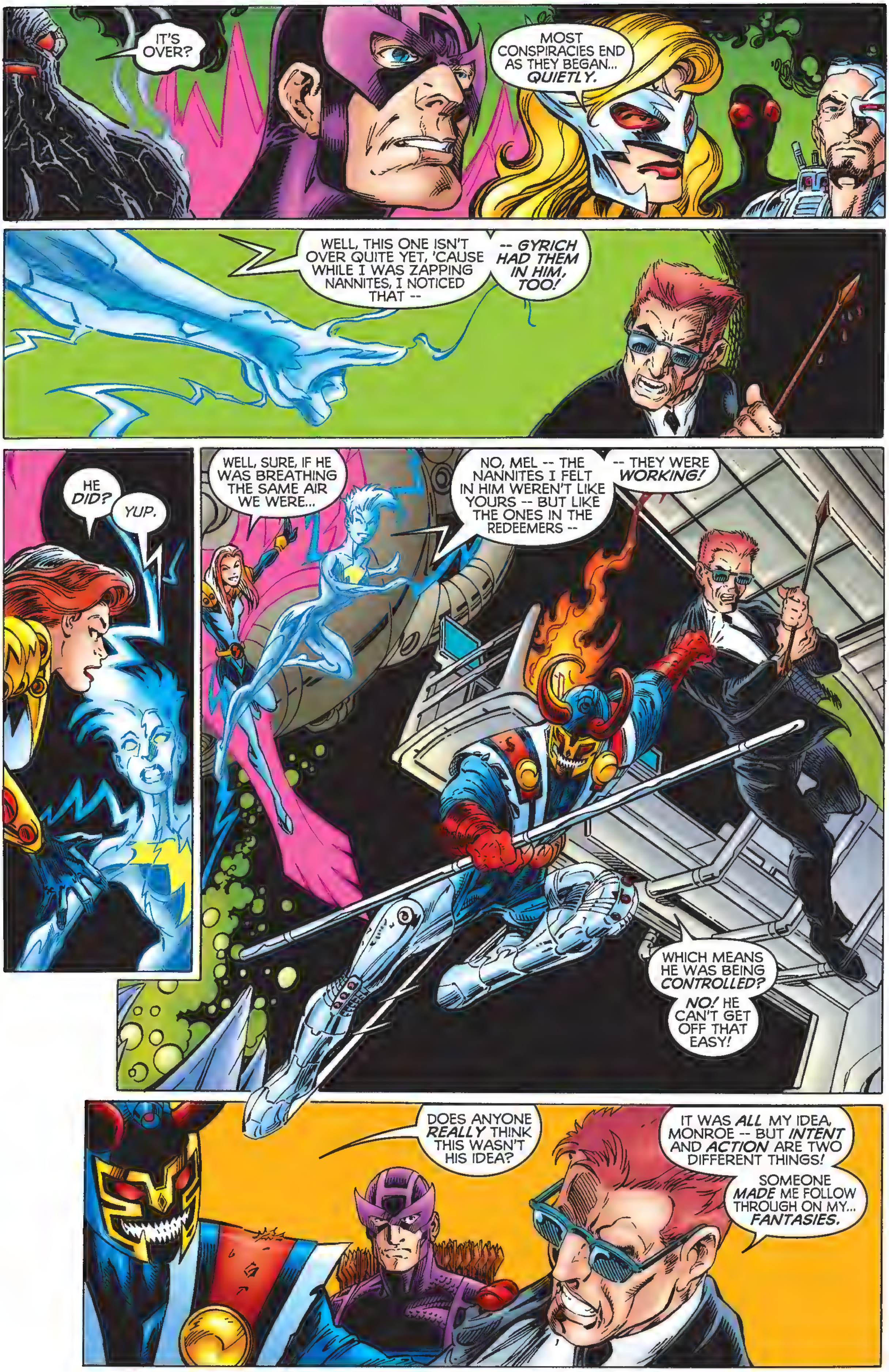

--WHERE WE FORGOT TO *CREMATE* YOUR BODY!
I WASHED THIS ONE'S MOUTH WITH SOAP. BEETLE IS OUT, TOO.
I PHASED THROUGH THE *BIG PINK GLOB* AND REALIZED IT'S MADE OF *PURE SOUND* MASQUERADING AS A *SENTIENT BEING--*
--SO IT COULDN'T BE CONTROLLED BY THE NANNITES.
FIGURED IT WAS FIGHTING US BECAUSE EVERYONE *ELSE* WAS--
--SO I CONVINCED IT THAT FIGHTING *GYRICH--*
"--WOULD BE MORE *FUN!*"
THIS IS FITTING. THE TWO WHO REPRESENT THE ABSOLUTE *WORST* OF *EVERYTHING I DESPISE,* HERE TO STOP ME.
AND *FAILING!* THE SATELLITES HAVE ALREADY BEEN LAUNCHED.
THEY EACH CONTAIN *TRILLIONS* OF NANNITES--
--WHICH WILL BE *RELEASED* INTO THE *ATMOSPHERE--*

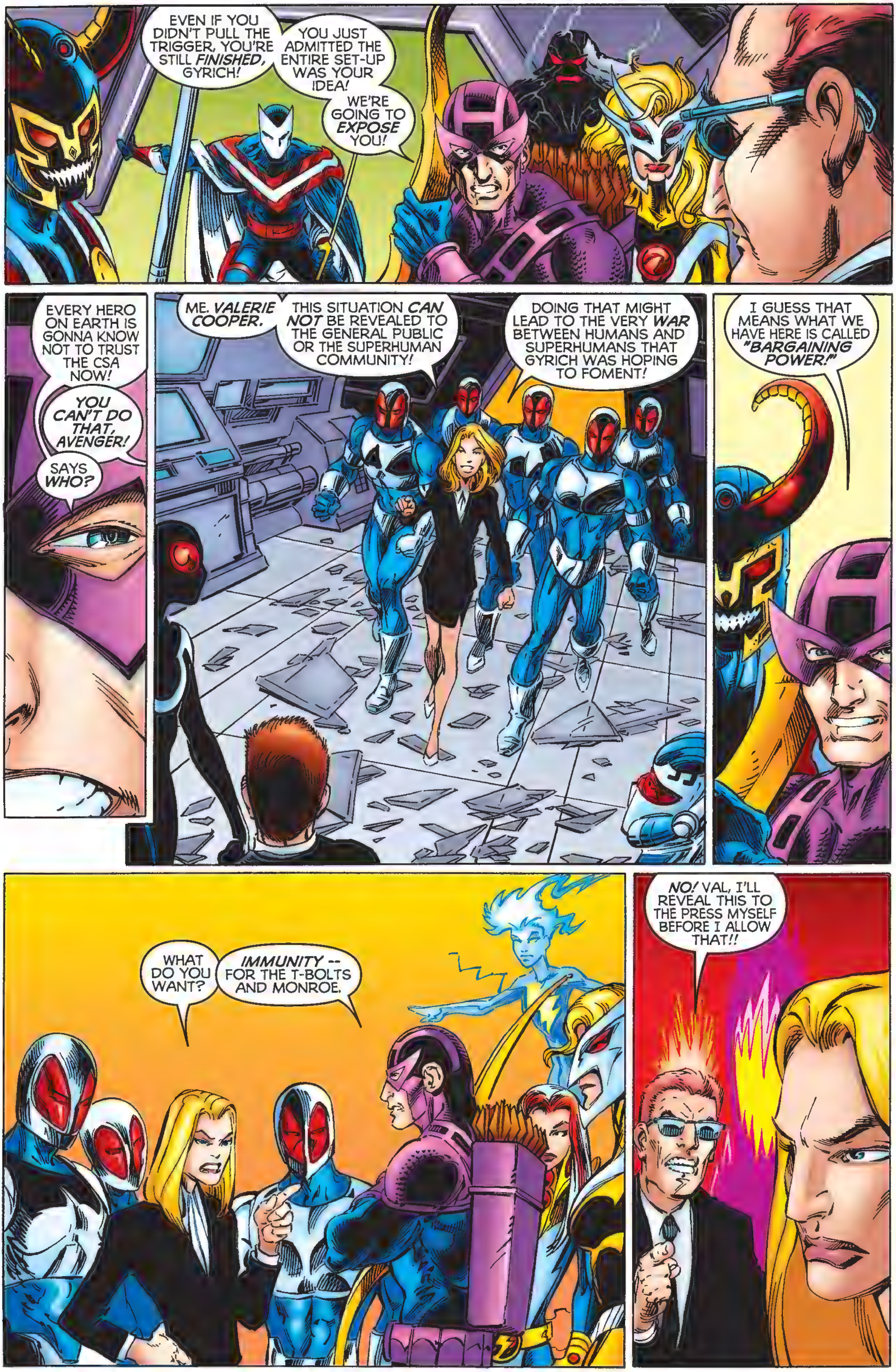

"--AND ABSORBED BY EVERY LIVING BEING ON THE PLANET!"
EACH PROBE HAS AN INDIVIDUAL PROGRAM CODE--
"--ALLOWING US TO DIFFERENTIATE BETWEEN THE INNOCENTS LIVING THEIR NORMAL LIVES--
"--AND THE SUPERHUMAN BLIGHT!
"ALL THOSE INHUMAN ABERRATIONS WHO HAVE SCARRED OUR WORLD--
"--IMPEDIMENTS LIKE THE HULK, RED SKULL, Dr. DOOM-- EVEN FOOLS LIKE GRAVITON--
"--DEAD WITH THE PUSH OF A BUTTON!"
NO DUE PROCESS, HUH?
WHAT ABOUT "BLIGHTS" LIKE THE AVENGERS OR THE FANTASTIC FOUR?
AFTER THEM, DO YOU START GOING AFTER "REGULAR" MURDERERS, RAPISTS, THIEVES-- JAYWALKERS?
WHO DECIDES THAT-- YOU?!
IT WOULD APPEAR SO.

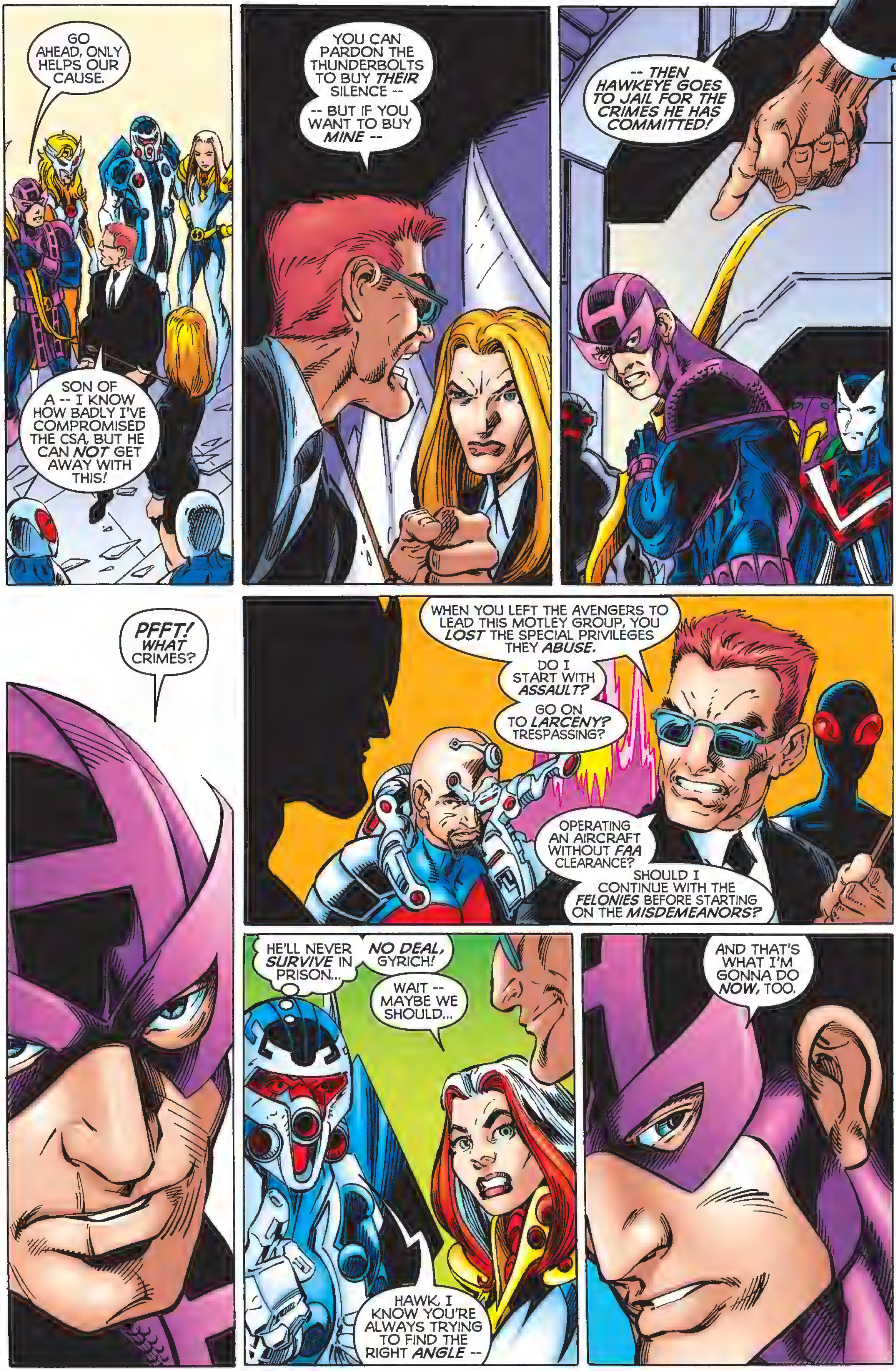

OR SHOULD I WAIT FOR YOU TO LEAD ***EVERY*** SUPER-POWERED WANTED FELON TO SOME MEDIA-APPROVED REDEMPTION?
AND IF THAT ***WERE*** TO HAPPEN, THEN THERE WOULDN'T BE A PROBLEM!
OR DOES THAT ***LOGIC*** MAKE TOO MUCH SENSE TO YOU?
TECHNO?!
FIXER.
ONE OF THE ***GOOD GUYS?***
AMONG THIS CROWD, THAT'S RELATIVE.
HOLD BACK, GANG -- PETEY IS LOSING IT.
YOU ***WOULD*** THINK THAT, BARTON! SMUG, SELF-RIGHTEOUS --
-- THAT VERY ATTITUDE IS WHY I NEEDED THE THUNDERBOLTS ELIMINATED ***BEFORE*** THE REST OF YOUR KIND!
YOU REPRESENT A DANGEROUS PRECEDENT FOR THE PUBLIC'S FASCINATION WITH SUPERHUMANS.
IF YOU WERE ALLOWED TO ***SUCCEED*** IN YOUR PATHETIC CAMPAIGN --
-- THERE WOULD BE ***NO CHANCE*** OF CONVINCING PEOPLE THAT YOUR ***FILTH*** HAD TO BE ***SWEPT*** OFF THE FACE OF THE PLANET!
USING NOMAD -- WHO ALWAYS ABUSED THE LAW FOR HIS ***SELFISH*** ENDS TO OCCUPY YOU --
-- DEFLECTING YOUR ATTENTION FROM JENKINS' INVOLVEMENT WITH THE OMEGA-32 --
YOU -- A ***HUMAN*** WHO FEELS HIS ***ATHLETIC SKILLS*** MAKE HIM SUPERIOR -- WORTHY OF PLAYING WITH ***GENETIC FREAKS!***
THE MOST ARROGANT, PRESUMPTUOUS...
-- WAS SIMPLY TOO ***ENJOYABLE*** A SOLUTION TO PASS UP!
BUT BEST OF ALL WAS WATCHING ***YOU*** SQUIRM, BARTON!
MAN, TIE A GUY UP FIRST TIME YOU MEET HIM AND LOOK WHAT IT GETS YOU...
LOONEY-TUNES HERE, KARLA?
FAR FROM IT, CLINT.
I'D SAY CLOSER TO PATHOLOGICALLY SANE!
Avengers #172 – Archivist Tom.

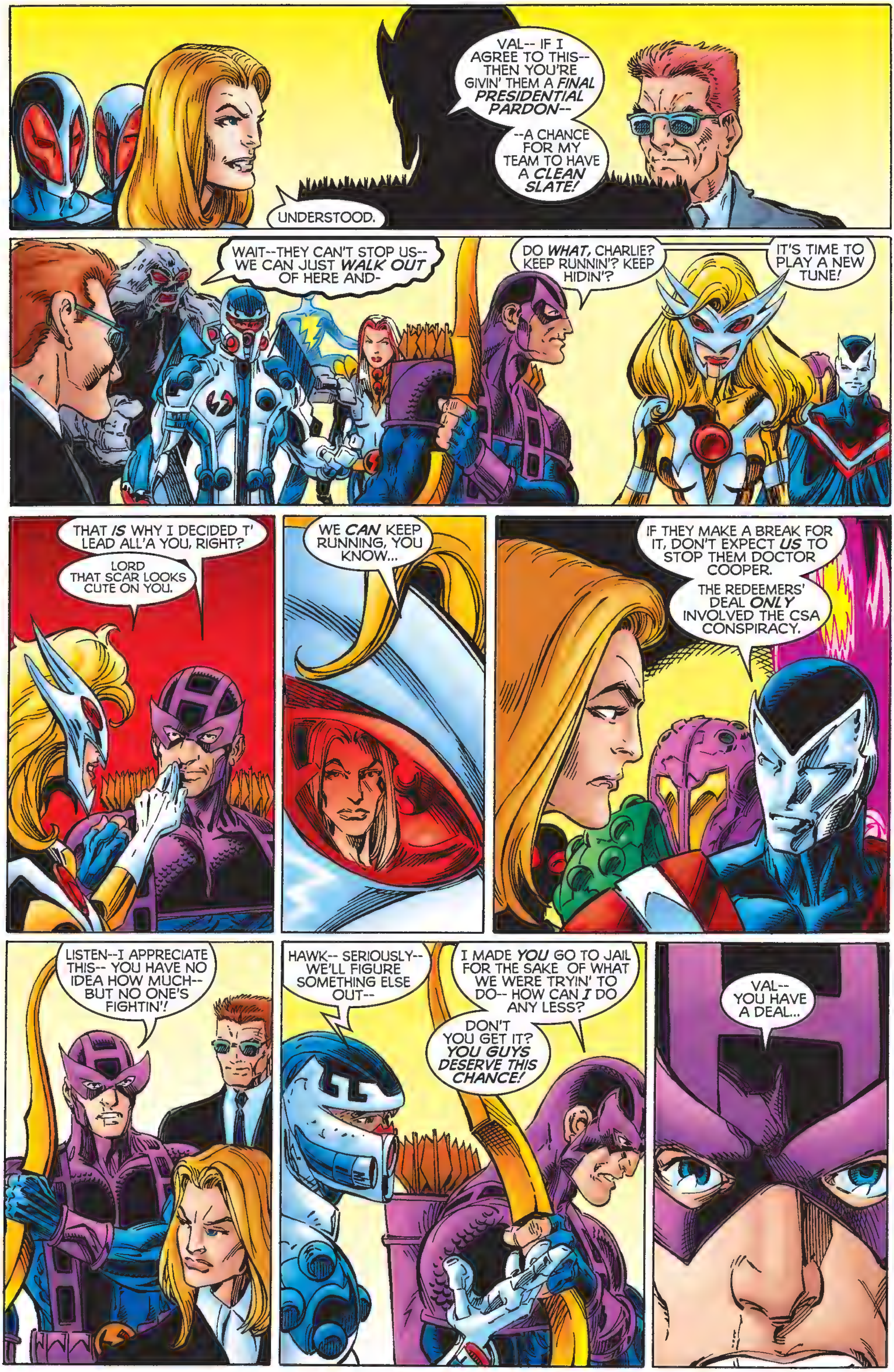

AND THAT IS WHY YOU DIE HERE AND NOW...
OH, AS LONG AS YOUR REASONING IS SOUND...
MONROE -- GRAB THAT THING!
NO!
KRNCH
WITH THE CONTROLS CRUSHED, THE OMEGA-32 IS RELEASED IN A BROAD-BAND SWEEP --
-- TRANSMITTING HARD AIR MOLECULES INTO EVERYONE PRESENT --
-- THEY SCREAM IN AGONY AS THEIR BODIES BEGIN TO SWELL FROM THE INSIDE OUT!

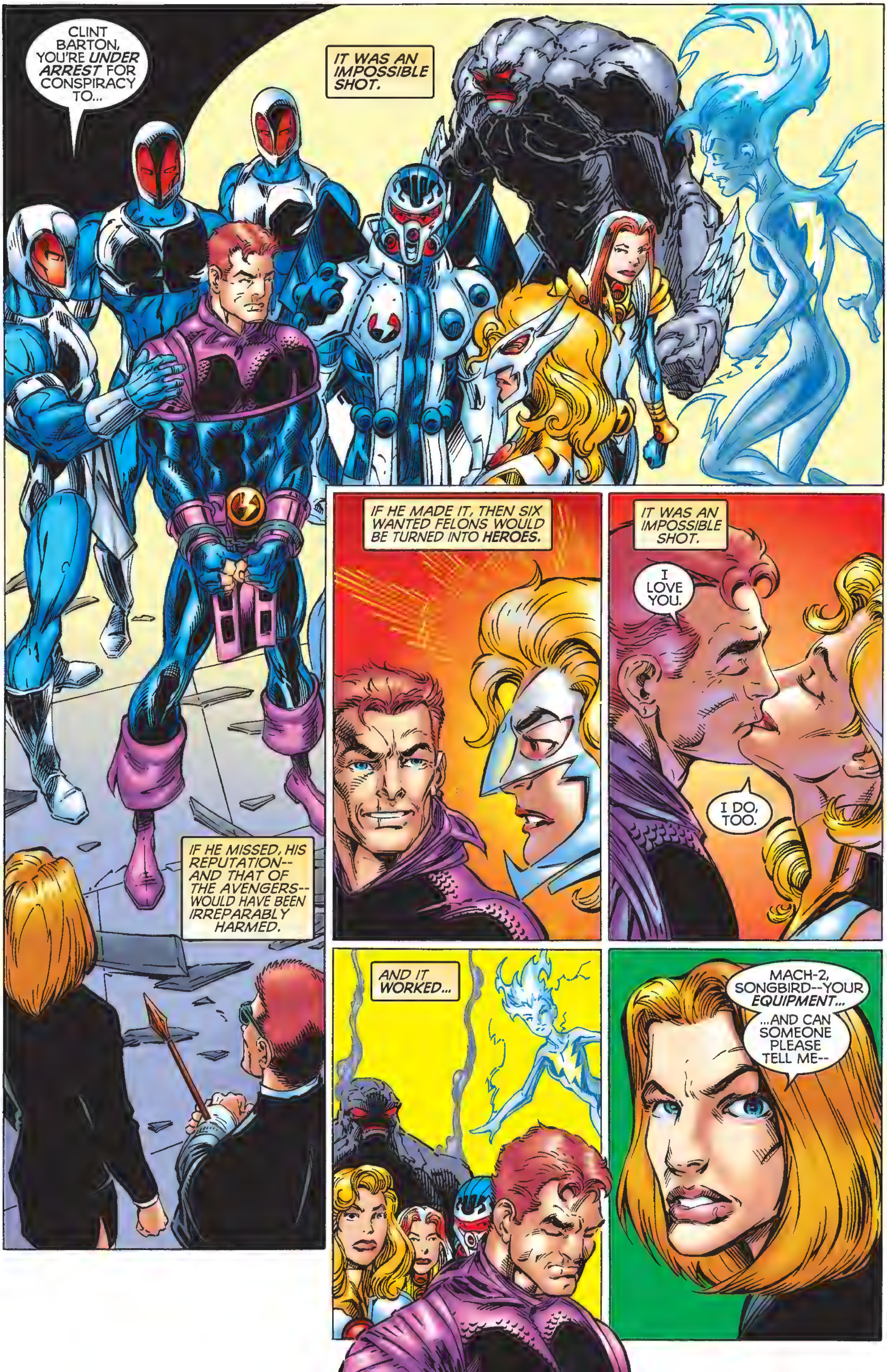

PHOONT
NNGG-- WON'T-- END-- LIKE THIS --
THWAP
BOOM
HSSSTT
THE OMEGA-32 CHAMBER! NO! THE HARD AIR IS LEAKING!
BUT THE ROOM WAS FLOODED WITH NANNITES --
-- IF I CAN REACH THE AUXILIARY CONTROLS, I CAN STOP THEM --
ZZZZ
OH NO...
Oh YEAH. HERE I AM, THE FIRST ONE YOU HAD KILLED, THE "HEART" OF THE TEAM --
-- WHICH WAS ALL BULL, SINCE YOU WERE JUST TAKING OUT THE ONE PERSON WHOSE POWERS MIGHT FREE SCOURGE FROM YOUR CONTROL --
-- AND BECAUSE OF YOU, I'M REBORN AS THE ONE PERSON WHO CAN FRY ALL THE NANO-PROBES IN THIS ENTIRE PLACE!
ZZZZTTHTZAK
HEY...
YOU -- YOU KNOW --?
PZZT

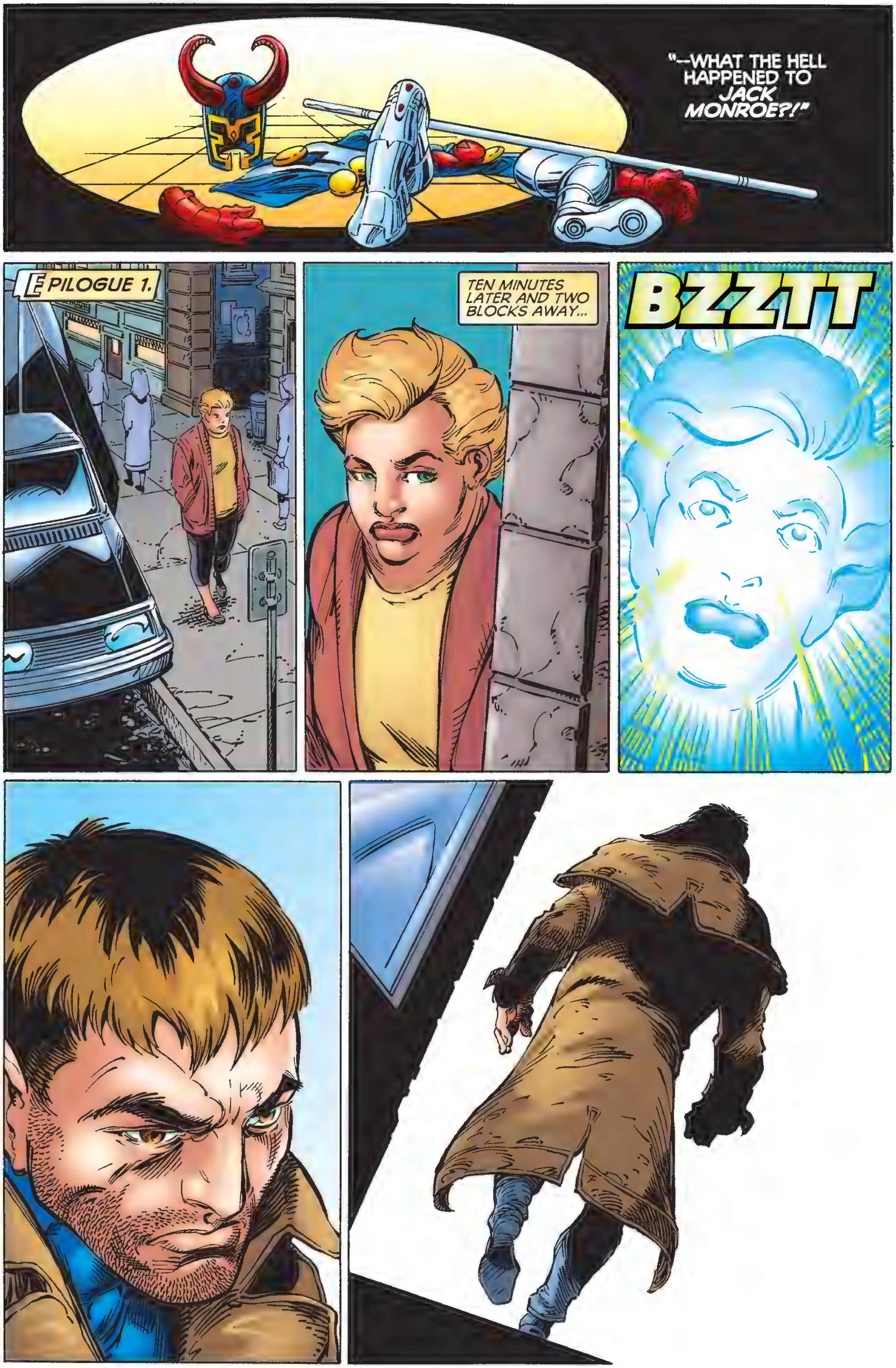

IT'S OVER?
MOST CONSPIRACIES END AS THEY BEGAN... *QUIETLY.*
WELL, THIS ONE ISN'T OVER QUITE YET, 'CAUSE WHILE I WAS ZAPPING NANNITES, I NOTICED THAT --
-- GYRICH HAD THEM IN HIM, TOO!
HE *DID?*
YUP.
WELL, SURE, IF HE WAS BREATHING THE SAME AIR WE WERE...
NO, MEL -- THE NANNITES I FELT IN HIM WEREN'T LIKE YOURS -- BUT LIKE THE ONES IN THE REDEEMERS --
-- THEY WERE *WORKING!*
WHICH MEANS HE WAS BEING *CONTROLLED?*
NO! HE CAN'T GET OFF THAT EASY!
DOES ANYONE *REALLY* THINK THIS WASN'T HIS IDEA?
IT WAS *ALL* MY IDEA, MONROE -- BUT *INTENT* AND *ACTION* ARE TWO DIFFERENT THINGS!
SOMEONE *MADE* ME FOLLOW THROUGH ON MY... *FANTASIES.*

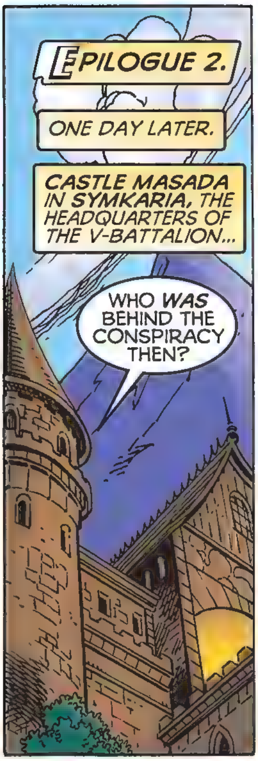

EVEN IF YOU DIDN'T PULL THE TRIGGER, YOU'RE STILL *FINISHED,* GYRICH!
YOU JUST ADMITTED THE ENTIRE SET-UP WAS YOUR IDEA!
WE'RE GOING TO *EXPOSE* YOU!
EVERY HERO ON EARTH IS GONNA KNOW NOT TO TRUST THE CSA NOW!
YOU CAN'T DO THAT, AVENGER!
SAYS *WHO?*
ME. *VALERIE COOPER.*
THIS SITUATION *CAN NOT* BE REVEALED TO THE GENERAL PUBLIC OR THE SUPERHUMAN COMMUNITY!
DOING THAT MIGHT LEAD TO THE VERY *WAR* BETWEEN HUMANS AND SUPERHUMANS THAT GYRICH WAS HOPING TO FOMENT!
I GUESS THAT MEANS WHAT WE HAVE HERE IS CALLED *"BARGAINING POWER!"*
WHAT DO YOU WANT?
IMMUNITY -- FOR THE T-BOLTS AND MONROE.
NO! VAL, I'LL REVEAL THIS TO THE PRESS MYSELF BEFORE I ALLOW THAT!!

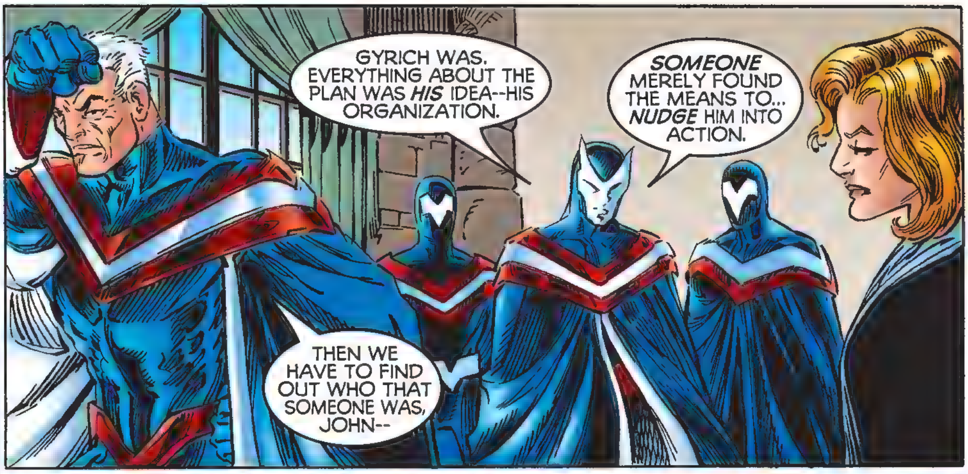

GO AHEAD, ONLY HELPS OUR CAUSE.
SON OF A -- I KNOW HOW BADLY I'VE COMPROMISED THE CSA, BUT HE CAN *NOT* GET AWAY WITH THIS!
YOU CAN PARDON THE THUNDERBOLTS TO BUY *THEIR* SILENCE --
-- BUT IF YOU WANT TO BUY *MINE* --
-- THEN HAWKEYE GOES TO JAIL FOR THE CRIMES HE HAS COMMITTED!
PFFT! WHAT CRIMES?
WHEN YOU LEFT THE AVENGERS TO LEAD THIS MOTLEY GROUP, YOU *LOST* THE SPECIAL PRIVILEGES THEY *ABUSE.*
DO I START WITH *ASSAULT?*
GO ON TO *LARCENY?* TRESPASSING?
OPERATING AN AIRCRAFT WITHOUT *FAA* CLEARANCE?
SHOULD I CONTINUE WITH THE *FELONIES* BEFORE STARTING ON THE *MISDEMEANORS?*
HE'LL NEVER *SURVIVE* IN PRISON...
NO DEAL, GYRICH!
WAIT -- MAYBE WE SHOULD...
HAWK, I KNOW YOU'RE ALWAYS TRYING TO FIND THE RIGHT *ANGLE* --
AND THAT'S WHAT I'M GONNA DO *NOW,* TOO.

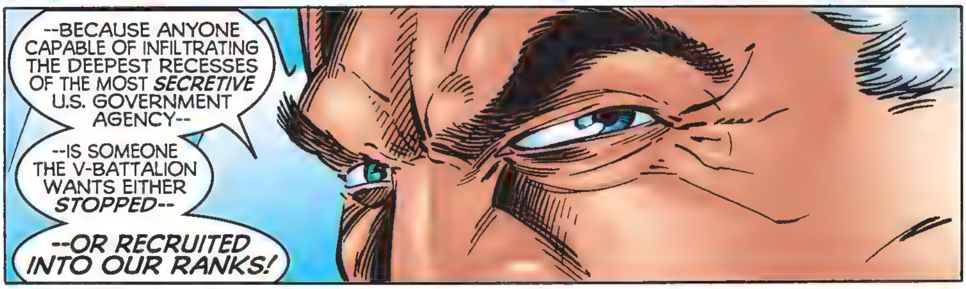

VAL-- IF I AGREE TO THIS-- THEN YOU'RE GIVIN' THEM A *FINAL PRESIDENTIAL PARDON*--
--A CHANCE FOR MY TEAM TO HAVE A *CLEAN SLATE!*
UNDERSTOOD.
WAIT--THEY CAN'T STOP US-- WE CAN JUST *WALK OUT* OF HERE AND-
DO *WHAT,* CHARLIE? KEEP RUNNIN'? KEEP HIDIN'?
IT'S TIME TO PLAY A NEW TUNE!
THAT *IS* WHY I DECIDED T' LEAD ALL'A YOU, RIGHT?
LORD THAT SCAR LOOKS CUTE ON YOU.
WE *CAN* KEEP RUNNING, YOU KNOW...
IF THEY MAKE A BREAK FOR IT, DON'T EXPECT *US* TO STOP THEM DOCTOR COOPER.
THE REDEEMERS' DEAL *ONLY* INVOLVED THE CSA CONSPIRACY.
LISTEN--I APPRECIATE THIS-- YOU HAVE NO IDEA HOW MUCH-- BUT NO ONE'S FIGHTIN'!
HAWK-- SERIOUSLY-- WE'LL FIGURE SOMETHING ELSE OUT--
I MADE *YOU* GO TO JAIL FOR THE SAKE OF WHAT WE WERE TRYIN' TO DO-- HOW CAN *I* DO ANY LESS?
DON'T YOU GET IT? *YOU GUYS DESERVE THIS CHANCE!*
VAL-- YOU HAVE A DEAL...

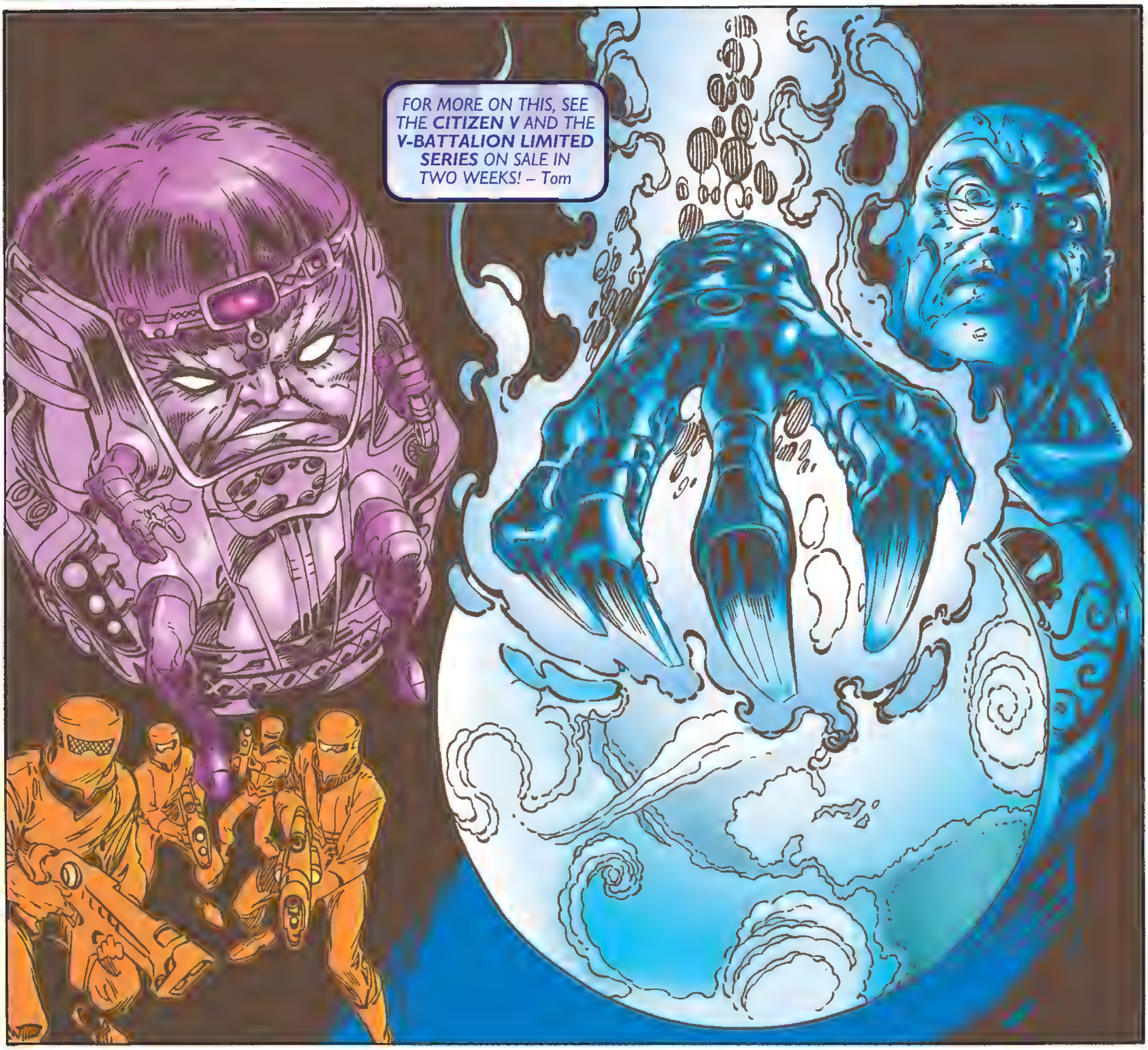

CLINT BARTON, YOU'RE *UNDER ARREST* FOR CONSPIRACY TO...
IT WAS AN IMPOSSIBLE SHOT.
IF HE MISSED, HIS REPUTATION-- AND THAT OF THE AVENGERS-- WOULD HAVE BEEN IRREPARABLY HARMED.
*IF HE MADE IT, THEN SIX WANTED FELONS WOULD BE TURNED INTO **HEROES.***
IT WAS AN IMPOSSIBLE SHOT.
I LOVE YOU.
I DO, TOO.
AND IT WORKED...
MACH-2, SONGBIRD--YOUR ***EQUIPMENT...***
...AND CAN SOMEONE PLEASE TELL ME--

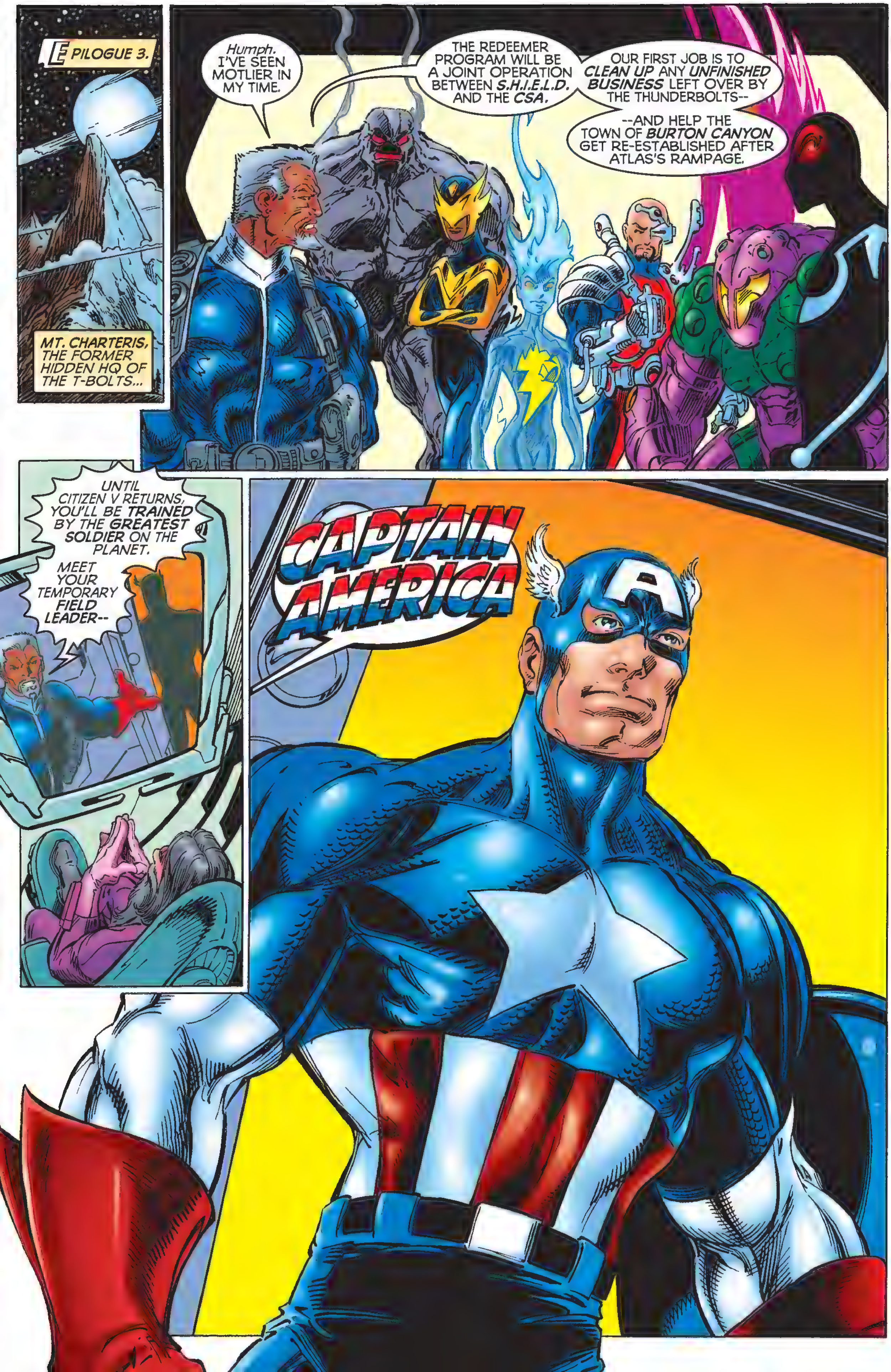

"--WHAT THE HELL HAPPENED TO JACK MONROE?!"
EPILOGUE 1.
TEN MINUTES LATER AND TWO BLOCKS AWAY...
BZZTT

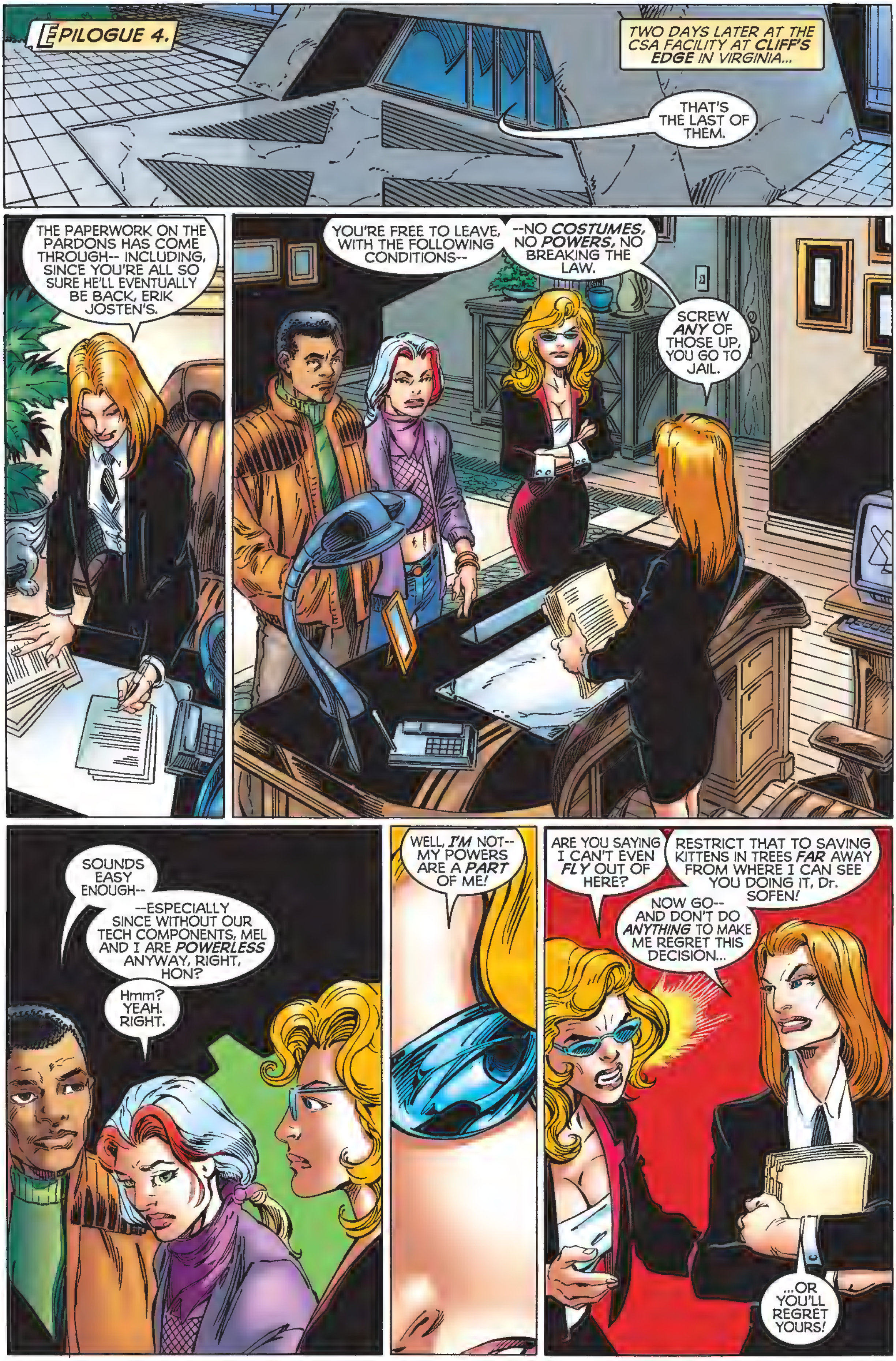

EPILOGUE 2.
ONE DAY LATER.
CASTLE MASADA IN SYMKARIA, THE HEADQUARTERS OF THE V-BATTALION...
WHO *WAS* BEHIND THE CONSPIRACY THEN?

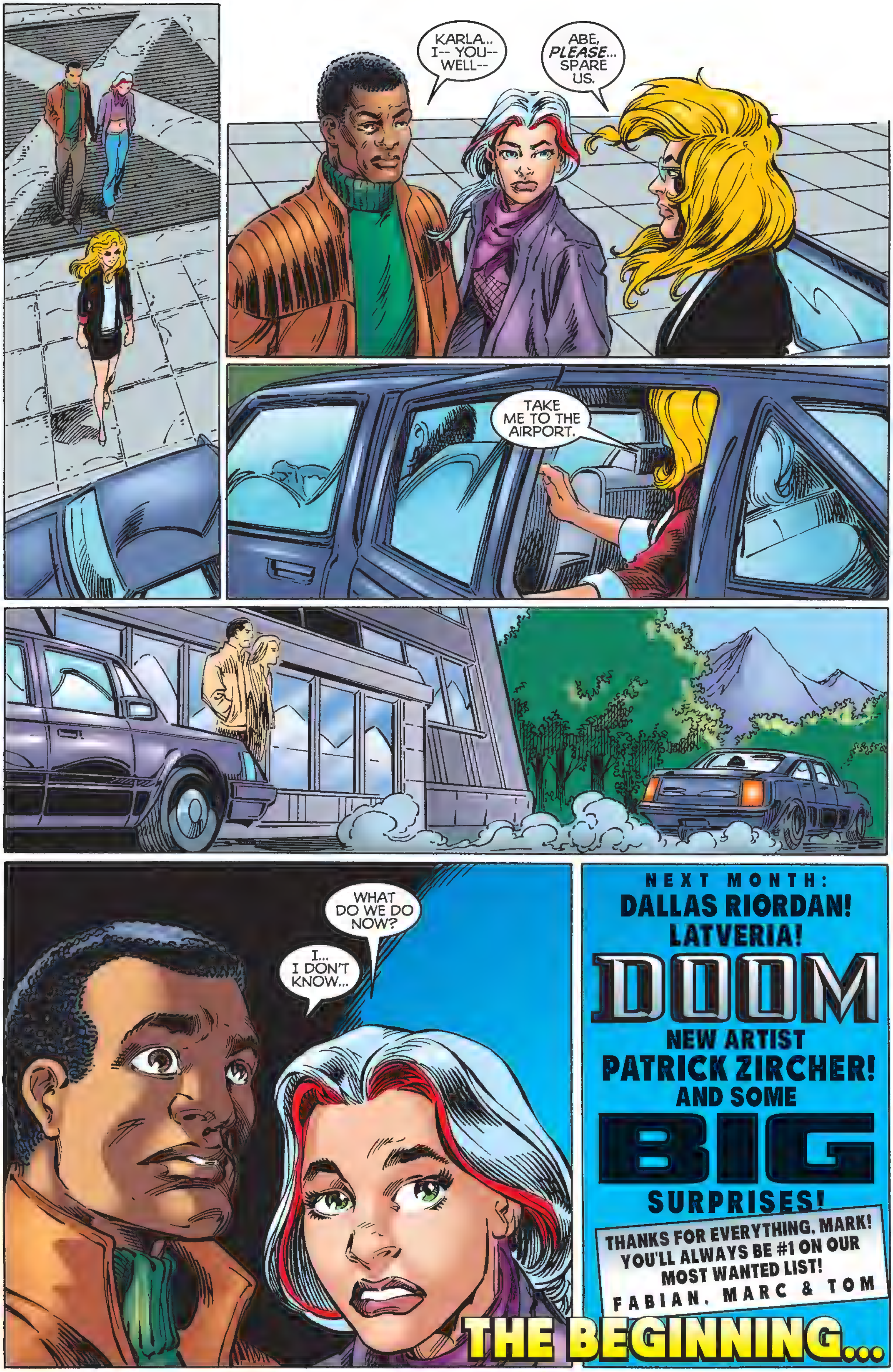

GYRICH WAS. EVERYTHING ABOUT THE PLAN WAS *HIS* IDEA--HIS ORGANIZATION.
SOMEONE MERELY FOUND THE MEANS TO... *NUDGE* HIM INTO ACTION.
THEN WE HAVE TO FIND OUT WHO THAT SOMEONE WAS, JOHN--


--BECAUSE ANYONE CAPABLE OF INFILTRATING THE DEEPEST RECESSES OF THE MOST *SECRETIVE* U.S. GOVERNMENT AGENCY--
--IS SOMEONE THE V-BATTALION WANTS EITHER *STOPPED*--
--OR RECRUITED INTO OUR RANKS!


FOR MORE ON THIS, SEE THE **CITIZEN V** AND THE **V-BATTALION LIMITED SERIES** ON SALE IN TWO WEEKS! – Tom


EPILOGUE 3.
MT. CHARTERIS, THE FORMER HIDDEN HQ OF THE T-BOLTS...
Humph. I'VE SEEN MOTLIER IN MY TIME.
THE REDEEMER PROGRAM WILL BE A JOINT OPERATION BETWEEN S.H.I.E.L.D. AND THE CSA.
OUR FIRST JOB IS TO CLEAN UP ANY UNFINISHED BUSINESS LEFT OVER BY THE THUNDERBOLTS--
--AND HELP THE TOWN OF BURTON CANYON GET RE-ESTABLISHED AFTER ATLAS'S RAMPAGE.
UNTIL CITIZEN V RETURNS, YOU'LL BE TRAINED BY THE GREATEST SOLDIER ON THE PLANET.
MEET YOUR TEMPORARY FIELD LEADER--
CAPTAIN AMERICA


EPILOGUE 4.
TWO DAYS LATER AT THE CSA FACILITY AT CLIFF'S EDGE IN VIRGINIA...
THAT'S THE LAST OF THEM.
THE PAPERWORK ON THE PARDONS HAS COME THROUGH-- INCLUDING, SINCE YOU'RE ALL SO SURE HE'LL EVENTUALLY BE BACK, ERIK JOSTEN'S.
YOU'RE FREE TO LEAVE, WITH THE FOLLOWING CONDITIONS--
--NO COSTUMES, NO POWERS, NO BREAKING THE LAW.
SCREW ANY OF THOSE UP, YOU GO TO JAIL.
SOUNDS EASY ENOUGH--
--ESPECIALLY SINCE WITHOUT OUR TECH COMPONENTS, MEL AND I ARE POWERLESS ANYWAY, RIGHT, HON?
Hmm? YEAH. RIGHT.
WELL, I'M NOT-- MY POWERS ARE A PART OF ME!
ARE YOU SAYING I CAN'T EVEN FLY OUT OF HERE?
RESTRICT THAT TO SAVING KITTENS IN TREES FAR AWAY FROM WHERE I CAN SEE YOU DOING IT, Dr. SOFEN!
NOW GO-- AND DON'T DO ANYTHING TO MAKE ME REGRET THIS DECISION...
...OR YOU'LL REGRET YOURS!

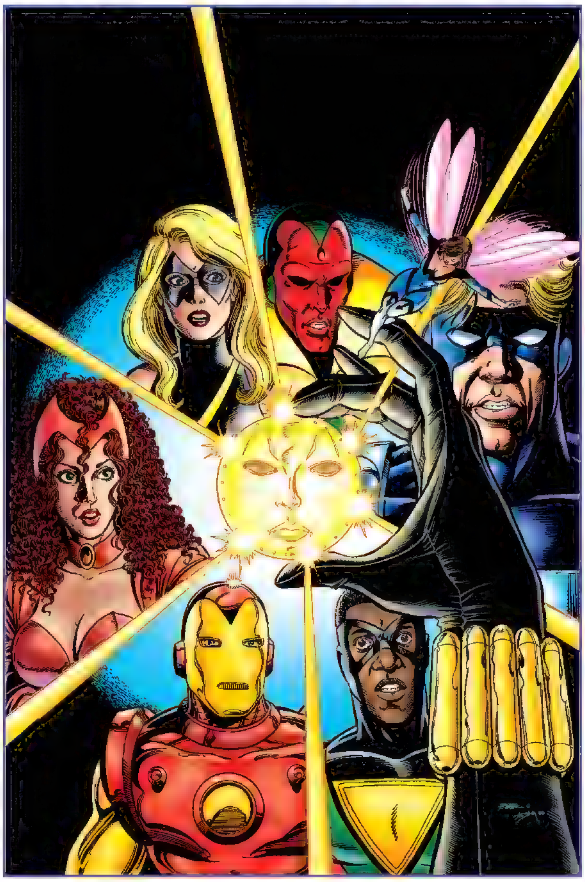

KARLA... I-- YOU-- WELL--
ABE, *PLEASE*... SPARE US.
TAKE ME TO THE AIRPORT.
WHAT DO WE DO NOW?
I... I DON'T KNOW...
NEXT MONTH:
DALLAS RIORDAN!
LATVERIA!
DOOM
NEW ARTIST
PATRICK ZIRCHER!
AND SOME
BIG
SURPRISES!
THANKS FOR EVERYTHING, MARK! YOU'LL ALWAYS BE #1 ON OUR MOST WANTED LIST!
FABIAN, MARC & TOM
THE BEGINNING...

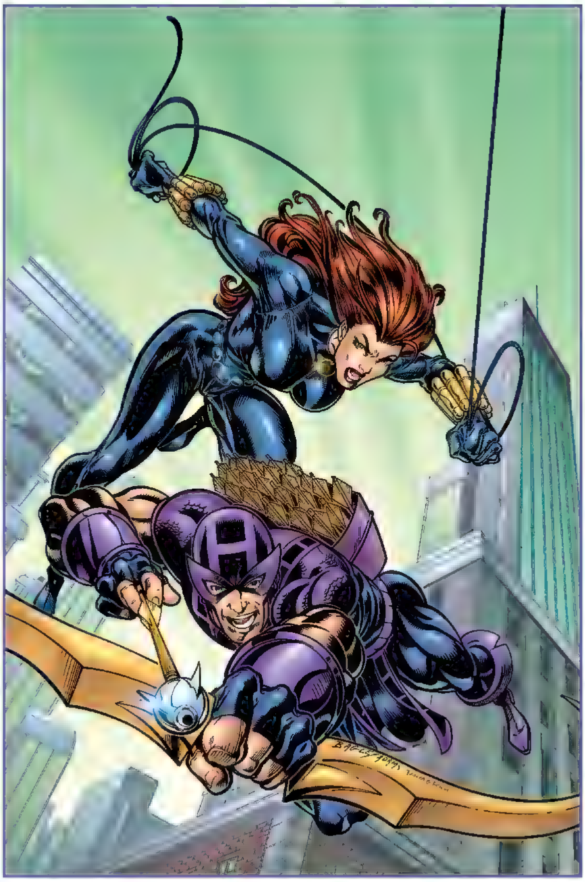
BAGLEY/S.HANNA

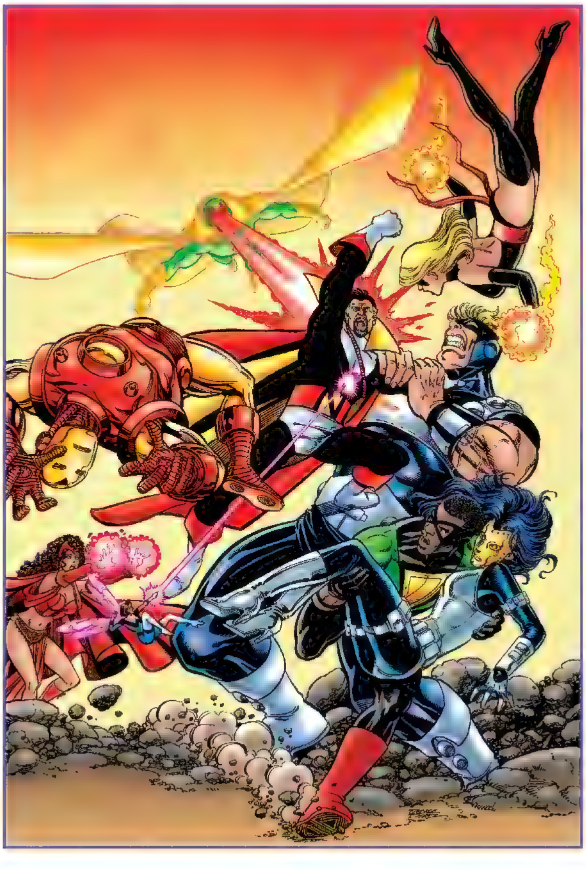
BAGLEY/S.HANNA

BAGLEY/S.HANNA

BAGLEY
ADAMS







BAGLEY/ADAMS

BAGLEY
ADAMS

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BAGLEY / ADAMS

THUNDERBOLTS #49 DEDICATION
BY PATRICK ZIRCHER

THE WORK IN THIS ISSUE IS DEDICATED TO MARK HUNT. MARK AND I MET WHEN WE WERE KIDS. WE COLLECTED COMICS, DREW OUR OWN ADVENTURES, AND, LATER, ATTENDED COMIC CONVENTIONS TOGETHER. WE THOUGHT OF COMICS, TALKED OF COMICS, AND WERE GEEKS FOR COMICS, AND...WE LOVED IT. WHEN I RECEIVED MY FIRST ASSIGNMENT, MARK WAS AS THRILLED AS I WAS. HE LOOKED FORWARD TO EACH PAGE I DREW. HIS COMMENTS WERE OF SUCH HONEST INTELLIGENCE THAT I ALWAYS SOUGHT THEM OUT. OUR FRIENDSHIP LASTED TWENTY YEARS. I LOVED HIS WIT, HIS REASON, HIS GENUINENESS, AND HIS AFFECTION FOR MY WIFE AND DAUGHTER. I WAS HONORED TO HAVE HIM AS THE BEST MAN AT MY WEDDING.

RECENTLY MARK TOOK HIS OWN LIFE.

AND WORDS FAIL.

THE PAIN, GRIEF, AND GUILT CAUSED BY HIS SUICIDE IS INTENSE. BUT IT IS A PAIN EASED BY MY EDITOR, MY PUBLISHER, AND YOU FOR ACKNOWLEDGING THIS DEDICATION. EARLIER I WROTE THAT THE DRAWINGS IN THIS ISSUE ARE FOR HIM. THAT'S NOT EXACTLY WHAT I MEANT, IT'S TOO SLIGHT, BECAUSE MARK'S INFLUENCE AND LOVE OF COMICS HAS A PLACE AT MY DRAWING TABLE AS SURELY AS THE PAPER, AND THE PLOTS, AND THE PENCILS. IN EVERY PAGE OF MINE, SOMEWHERE, THERE HAS ALWAYS BEEN AND WILL CONTINUE TO BE A DEDICATION TO MARK HUNT.

PATRICK ZIRCHER

THUNDERBOLTS #50 FAREWELL
BY MARK BAGLEY

HEY GUYS,

IT'S FUNNY SOMETIMES HOW LIFE REPEATS ITSELF. A NUMBER OF YEARS AGO, I LEFT A TEAM BOOK THAT I REALLY ENJOYED WORKING ON, WITH A CREATIVE TEAM I REALLY LOVED, TO TAKE OVER A SPIDER-MAN BOOK. HERE I AM AGAIN, ONLY THIS TIME IT'S *T-BOLTS* INSTEAD OF *NEW WARRIORS* THAT I'M LEAVING, AND IT'S *ULTIMATE SPIDER-MAN* INSTEAD OF *AMAZING SPIDER-MAN* I'M MOVING TO.

I REALLY WANT TO THANK EVERYONE INVOLVED WITH *T-BOLTS*, FROM TOM (MAYBE THE BEST EDITOR IN THE BUSINESS) WHO'S BEEN THERE SINCE THE VERY BEGINNING, TO KURT, WHOSE BABY THIS REALLY WAS AND WHO PUSHED TO BRING ME ON BOARD, AND FABIAN, WHO STEPPED IN AND STEPPED UP TO KEEP THIS BOOK ON A REAL EVEN KEEL—IT'S BEEN A PLEASURE, MY GOOD FRIEND.

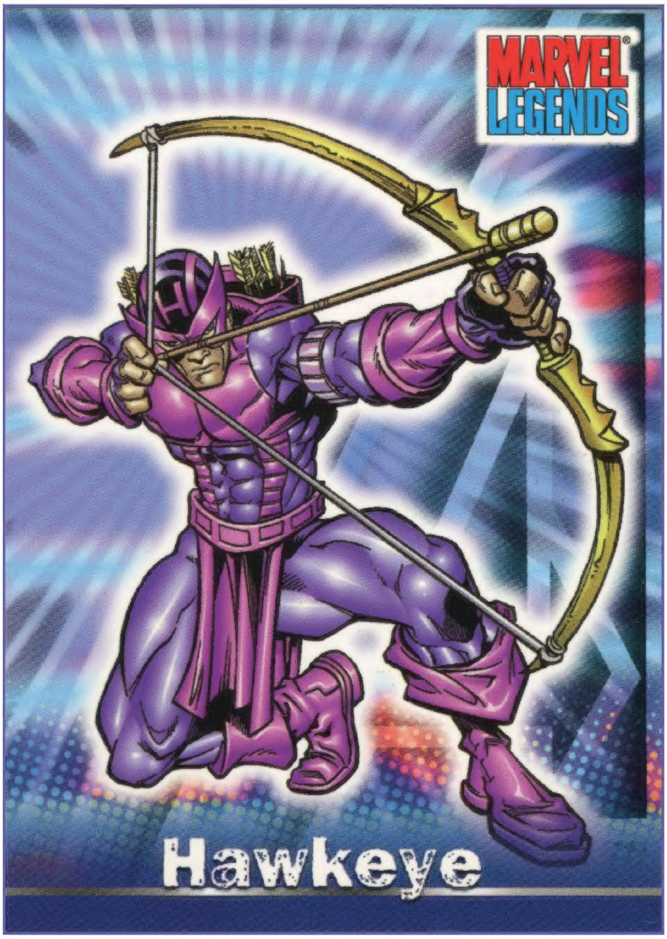
MY SINCERE APPRECIATION ALSO GOES OUT TO ALL THE OTHERS WHO'VE BEEN WITH ME OVER THE COURSE OF THIS BOOK. VINCE RUSSELL, SCOTT HANNA, GREG ADAMS, JOE ROSAS, Y'ALL ARE THE BEST. THANKS FOR MAKING ME LOOK SO GOOD, I KNOW IT WAS A STRUGGLE.

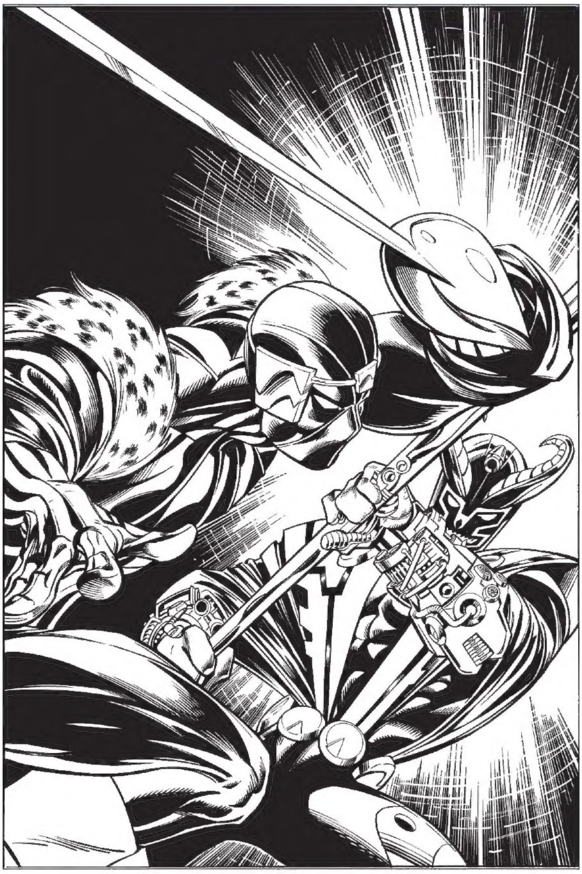
LAST, BUT BY FAR NOT LEAST, TO ALL OF YOU OUT THERE WHO HAVE SUPPORTED THIS COMIC SINCE ITS FIRST ISSUE, YOU HAVE MY HEARTFELT GRATITUDE. Y'ALL ARE ALSO THE BEST.

IT'S TIME FOR ME TO GO, BUT YOU'RE ALL IN GOOD HANDS WITH PATRICK. I KNOW HE'S GONNA DO A GREAT JOB!

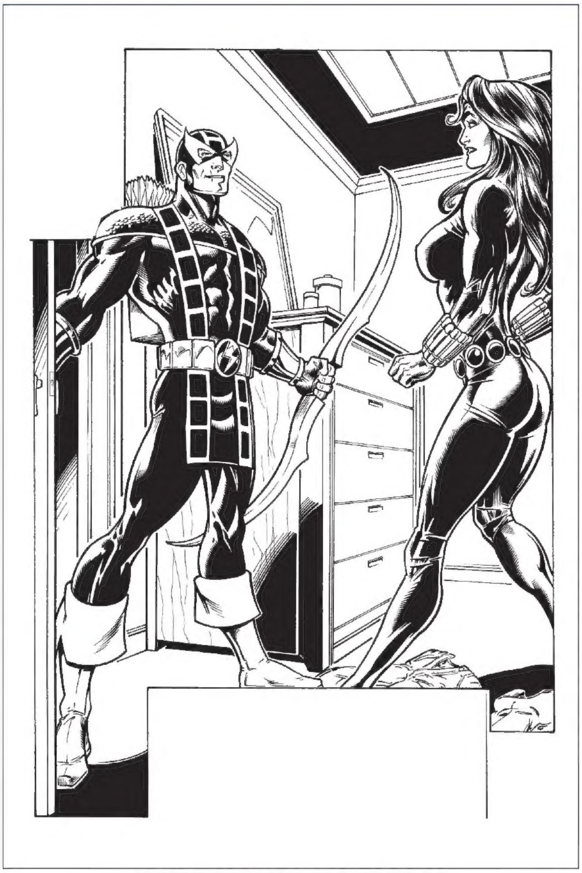
HASTA LATER,
BAGS

MARVEL LEGENDS 2001 TRADING-CARD ART BY GUS VAZQUEZ, PHYLLIS NOVIN & MCNABB STUDIOS

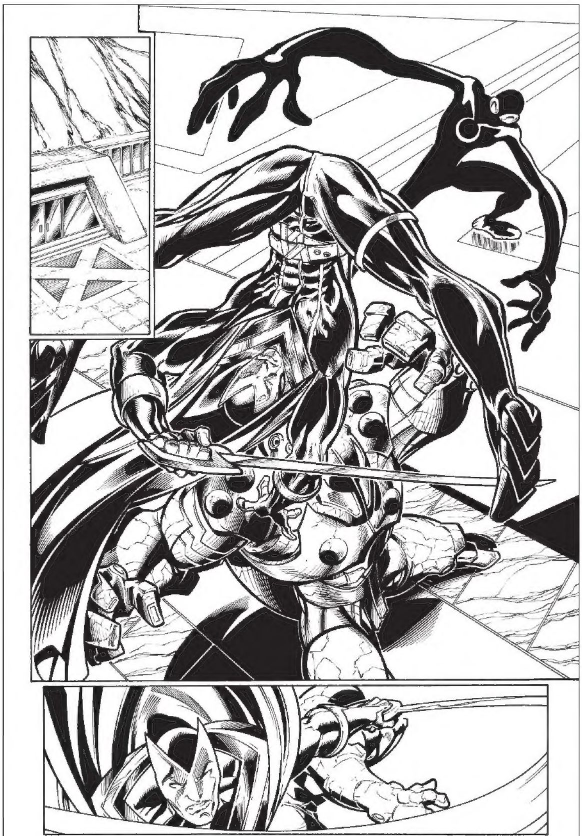




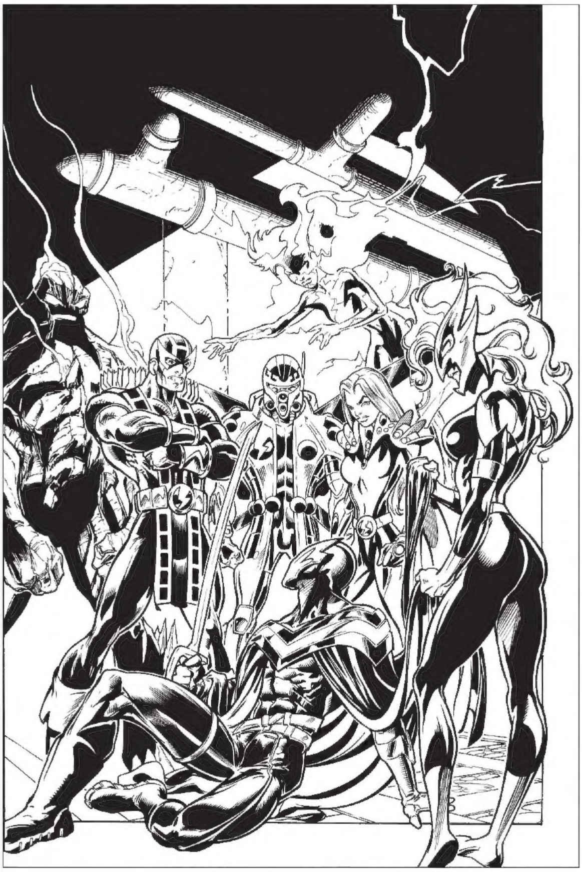
THUNDERBOLTS #39, PAGE 1
ART BY MARK BAGLEY & SCOTT HANNA



THUNDERBOLTS #43, PAGE 10
ART BY MARK BAGLEY & GREG ADAMS



THUNDERBOLTS #48, PAGE 12
ART BY MARK BAGLEY & GREG ADAMS



THUNDERBOLTS #50, PAGE 7
ART BY MARK BAGLEY & GREG ADAMS

EARTH'S MIGHTIEST MARKSMAN CONTINUES TO STEER THE THUNDERBOLTS TO GREATNESS AMID SENSES-SHATTERING REVELATIONS!

Citizen V is unmasked at last! A heartbreaking killer is exposed! And Moonstone learns far more than she bargained for about the source of her power! As the team faces a showdown with the V-Battalion, Sandman lends a great big hand — but can he be trusted? Wonder Man has it in for Atlas, and Black Widow swings by — could this be a warm-up for a full-on Avengers/Thunderbolts crossover? You betcha! And Count Nefaria might be more than both groups can handle! Old friends return, and a new Scourge attacks — but as more secrets spill out, will this be the end of a beautiful friendship for Hawkeye and the Thunderbolts?

Collecting *Thunderbolts (1997) #38-50* and *Avengers (1998) #31-34* — written by Fabian Nicieza and Kurt Busiek; and illustrated by Mark Bagley, Patrick Zircher, George Pérez and Paul Ryan.

BAGLEY
ADAMS

MARVEL

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